

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 <u>ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1984</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ZF GROUP NORTH AMERICAN OPERATIONS</u> <u>15811 CENTENNIAL DRIVE</u> <u>NORTHVILLE, MI 48168</u>	2b Employer Identification Number (EIN) <u>61-1462969</u> 2c Sponsor's telephone number <u>734-207-2843</u> 2d Business code (see instructions) <u>336300</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>CONNIE RIGHTMER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ZF GROUP NORTH AMERICAN OPERATIONS 15811 CENTENNIAL DRIVE NORTHVILLE, MI 48168	3b Administrator's EIN 61-1462969 3c Administrator's telephone number 734-207-2843
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	4045
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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	3575
b Retired or separated participants receiving benefits.....	6b	30
c Other retired or separated participants entitled to future benefits.....	6c	1012
d Subtotal. Add lines 6a , 6b , and 6c	6d	4617
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	33
f Total. Add lines 6d and 6e	6f	4650
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3900
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	34

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:

2E 2F 2G 2J 2K 2S 2T 3H 2R

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE 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>ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZF GROUP NORTH AMERICAN OPERATIONS</u>	D Employer Identification Number (EIN) <u>61-1462969</u>

Part I 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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	47819	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	12542	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF SM CAP VAL INV - STATE STREET B</p> <p>04-1867445</p>		
<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>0.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DODGE & COX BALANCED - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266</p>		
<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>0.10%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DODGE & COX STOCK - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266</p>		
<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>0.10%</p>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
HARTFORD SMALL CO Y - HARTFORD ADMI 41-0679409	0.15%	
<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div>		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%	
<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div>		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PIMCO TOT RETURN ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%	
<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TRP BLUE CHIP GRTH - T. ROWE PRICE	0.15%	
52-2269240		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BUFFALO FUNDS	0.40%	
615 E. MICHIGAN STREET MILWAUKEE, WI 53202		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MOTLEY FOOL FUNDS	0.40%	
2000 DUKE STREET, SUITE 175 ALEXANDRIA, VA 22314		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
YACKTMAN FUND 6300 BRIDGEPOINT PARKWAY AUSTIN, TX 78730	0.40%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
AMERICAN CENTURY FUNDS 4151 AMON CARTER BLVD MAILDROP 2450 FORT WORTH, TX 76155	0.35%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
DUNDEEWEALTH FUNDS 1160 WEST SWEDES FORD RD STE 140 BERYWN, PA 19083	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTIO GLOBAL INVESTORS P.O. BOX 4664, GRAND CENTRAL STATIO NEW YORK, NY 10163	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MANNING AND NAPIER FUNDS 290 WOODCLIFF DR. FAIRPORT, NY 14450	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO FUNDS 1633 BROADWAY NEW YORK, NY 10019	0.375%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INTEGRITY VIKING FUNDS 1 MAINSTREET NORTH MINOT, ND 58703	0.50% + 12.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SCOUT FUNDS 3707 WEST MAPLE RD. BLOOMFIELD HILLS, MI 48301	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RIDGEWORTH FUNDS 100 HUNTINGTON AVENUE BOSTON, MA 02116	12.00	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CENTURY FUNDS 100 FEDERAL STREET 29TH FLOOR BOSTON, MA 02110	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
KALMAR POOLED INVESTMENT TRUST 3701 KENNETT PIKE WILMINGTON, DE 19807	12.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS FUNDS 151 DETROIT ST. DENVER, CO 80206	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SARATOGA ADVANTAGE TRUST	16826 MONTE HERMOSO DR. PACIFIC PALISADES, CA 90272	0.40% + 12.00
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATTHEWS ASIAN FUNDS	4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST FUNDS	865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017	0.35%

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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 <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>ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ZF GROUP NORTH AMERICAN OPERATIONS</u>	D Employer Identification Number (EIN) <u>61-1462969</u>	

Part I	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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8249585</u>
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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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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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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZF GROUP NORTH AMERICAN OPERATIONS</u>		D Employer Identification Number (EIN) <u>61-1462969</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	5312010	6975561
	(2) Participant contributions	1b(2)	186679	278645
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	21053555	21929966
	(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)	2508547	2473162
	(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)	6180252	6570149
	(9) Value of interest in common/collective trusts.....	1c(9)	8554433	8249585
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	150525648	149906070
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	101	0

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	194321225	196383138

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	194321151	196383138
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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)	11928279	
(B) Participants	2a(1)(B)	9556444	
(C) Others (including rollovers)	2a(1)(C)	1382972	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		22867695
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2143	
(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)	296389	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		298532
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	55223	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4857457	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4912680
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4216088	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4362296	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-146208

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-401357	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-401357
(6) Net investment gain (loss) from common/collective trusts	2b(6)		245481
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-7279466
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		20497357

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18361953	
(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)		18361953
f Corrective distributions (see instructions)	2f		15
g Certain deemed distributions of participant loans (see instructions).....	2g		18683
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	12542	
(4) Other	2i(4)	42163	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		54705
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		18435356

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2062001
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		14

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLARK SCHAEFER HACKETT

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

SOMIC AMERICA, INC. 401(K) PLAN

5b(2) EIN(s)	5b(3) PN(s)
27-0424674	001

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011					
A Name of plan ZF GROUP NORTH AMERICAN OPERATIONS & AFFILIATED COMPANIES 401(K) AND RETIREMENT PLAN TRUST				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF GROUP NORTH AMERICAN OPERATIONS				D Employer Identification Number (EIN) 61-1462969	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
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): _____

INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
October 11, 2012

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cincinnati, oh 45202

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ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at Year End)
FIN: 01-0389790 / Plan Number: 003
December 31, 2011

(a)	(b) Identity of issue, borrower, leasor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	8X8 INC NEW	Common Stock	**	12,363
	ABBOTT LABORATORIES NFS IS A SPECIALIST	Common Stock	**	5,941
	ACTIVISION BLIZZARD INC COM	Common Stock	**	1,250
	ADAMIS PHARMACEUTICALS CORP	Common Stock	**	52
	ADVANCED MICRO DEVICES INC	Common Stock	**	2,700
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	5,084
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	15,123
	AGNICO EAGLE MINES LTD	Common Stock	**	3,632
	AKTIEBOLAGET ELECTROLUX ADR	Common Stock	**	1,600
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	10,290
	ALCOA INC NFS IS A SPECIALIST	Common Stock	**	1,600
	ALLEZOE MED HLDGS INC COM	Common Stock	**	19
	ALLIANCE FIBER OPTIC PRODS INC COM NEW	Common Stock	**	7,660
	ALLOS THERAPEUTICS INC	Common Stock	**	355
	ALPHA NAT RES INC	Common Stock	**	4,223
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	117,942
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	3,956
	AMERICAN EAGLE OUTFITTERS	Common Stock	**	5,352
	AMR CORP DEL NFS IS A SPECIALIST	Common Stock	**	350
	APACHE CORP NFS IS A SPECIALIST	Common Stock	**	9,176
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	1,610
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	30,375
	APPLIED MATERIALS INC	Common Stock	**	2,186
	ARCHER DANIELS MIDLAND	Common Stock	**	8,287
	ASSURED GUARANTY LTD SHS	Common Stock	**	11,169
	AT&T INC COM	Common Stock	**	148,759
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	3,391
	AVISTA CORP	Common Stock	**	4,235
	BAE SYS PLC SPONS ADR	Common Stock	**	1,772
	BALLARD PWR SYS INC NEW COM	Common Stock	**	216
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	16,050
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	752
	BANK OF AMERICA CORP	Common Stock	**	23,821
	BAYER AG SPONSORED ADR	Common Stock	**	3,206
	BCE INC COM NEW ISIN #CA05534B7604	Common Stock	**	2,140
	BEBE STORES INC NFS LLC IS A MARKET	Common Stock	**	6,248
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	22,890
	BLUE GOLD BEVERAGE INC COM	Common Stock	**	935
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	5,224
	BP PLC SPON ADR REPSNTG	Common Stock	**	6,659
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	10,946
	CALL (CHK) CHESAPEAKE ENERGY	Common Stock	**	12
	CALL (M) MACYS INC	Common Stock	**	(64)
	CAMECO CORP	Common Stock	**	1,828
	CAPSTEAD MTG CORP COM NO PAR	Common Stock	**	1,617
	CARDINAL HEALTH INC NFS LLC IS A	Common Stock	**	6,283
	CARDIO INFRARED TECHNOLOGIES INC	Common Stock	**	114
	CARDIOVASCULAR BIOTHERAPEUTICS INC	Common Stock	**	33
	CATERPILLAR INC NFS IS A SPECIALIST	Common Stock	**	36,412

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	CELL THERAPEUTICS INC COM NO PAR NEW	Common Stock	**	13
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	6,058
	CENTURYTEL INC	Common Stock	**	15,478
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	2,236
	CHIMERA INVT CORP COM	Common Stock	**	996
	CHINA GREENTECH CORP LTD ADR	Common Stock	**	10,400
	CHINA INTEGRATED ENERGY INC COM	Common Stock	**	55
	CHINA TECHFAITH WIRELESS	Common Stock	**	69,086
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	6,866
	CITIGROUP INC COM NEW	Common Stock	**	18,933
	CLEAN ENERGY FUELS CORP	Common Stock	**	21,631
	CLEAN PWR CONCEPTS INC	Common Stock	**	11
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	2,519
	COFFEE HLDG INC	Common Stock	**	11
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	6,526
	CROWNE VENTURES INC COM NEW	Common Stock	**	20
	CVS CORP DEL NFS LLC IS A	Common Stock	**	14,273
	CYCLACEL PHARMACEUTICALS INC	Common Stock	**	5,900
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	11,823
	CYTRX CORP	Common Stock	**	7,000
	DEAN FOODS CO	Common Stock	**	3,360
	DELL INC	Common Stock	**	14,630
	DELTA AIR LINES INC DEL COM NEW	Common Stock	**	10,922
	DEUTSCHE TELEKOM A G SPON ADR	Common Stock	**	1,726
	DIANA CONTAINERSHIPS INC NPV	Common Stock	**	33
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	1,496
	DIGI INTL INC	Common Stock	**	5,100
	DIREXION SHS ETF TR DAILY FINL BEAR 3X	Common Stock	**	373
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	3,895
	DRYSHIPS INC ISIN #MHY2109Q1017	Common Stock	**	4,680
	DUKE ENERGY CORP NEW COM	Common Stock	**	226,686
	DUOYUAN PRTG INC COM	Common Stock	**	72
	E ON AG ADR	Common Stock	**	2,164
	EARTH DRAGON RES INC COM NO PAR	Common Stock	**	5
	EATON CORP NFS IS A SPECIALIST	Common Stock	**	6,652
	ENSCO INTERNATIONAL PLC SPON ADR EA REP	Common Stock	**	2,346
	EVERGREEN ENERGY INC NEW COM NEW	Common Stock	**	161
	EXELIXIS INC	Common Stock	**	31,251
	EXFO INC SUB VTG SHS ISIN #CA3020461073	Common Stock	**	1,673
	EXIDE TECHNOLOGIES COM NEW	Common Stock	**	1,099
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	43,176
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	201
	FBC HLDG INC COM	Common Stock	**	12
	FLAGSTAR BANCORP INC COM NEW	Common Stock	**	1,515
	FORD MTR CO DEL COM	Common Stock	**	135,070
	FORTESCUE METAL GRP LTD SHS	Common Stock	**	3,106
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	212
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	23,190
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	9,827

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	2,900
	FUELCELL ENERGY INC NFS LLC IS A MARKET	Common Stock	**	1,482
	GAME FACE GAMING INC COM	Common Stock	**	170
	GENCO SHIPPING & TRADING LIMITED SHS	Common Stock	**	1,474
	GENERAL DYNAMICS NFS LLC IS A SPECIAL	Common Stock	**	2,373
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	69,653
	GENERAL MARITIME CORP NEW SHS	Common Stock	**	21
	GENERAL STEEL HLDGS INC	Common Stock	**	2,275
	GENOMIC HEALTH INC COM	Common Stock	**	12,695
	GENUINE PARTS CO	Common Stock	**	394
	GERDAU SA SPONS ADR REPSNG 1000	Common Stock	**	788
	GLADSTONE CAP CORP	Common Stock	**	975
	GLOBAL HEALTH VOYAGER INC COM	Common Stock	**	39
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	1,085
	GOLDCORP INC NEW	Common Stock	**	8,971
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	495
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	1,610
	GREENWOOD GOLD RES INC COM	Common Stock	**	8
	GULF RES INC COM PAR \$0.0005	Common Stock	**	448
	HEALTHSOUTH CORP COM NEW	Common Stock	**	2,827
	HECKMANN CORP COM	Common Stock	**	1,330
	HEMISPERIX BIOPARMA INC	Common Stock	**	293
	HEXCEL CORP COM NEW	Common Stock	**	1,211
	HORMEL GEORGE A & CO	Common Stock	**	29,418
	IMAX CORP	Common Stock	**	64,155
	IMMERSION CORP	Common Stock	**	5,180
	IMPERIAL SUGAR COMPANY COM NEW	Common Stock	**	1,790
	INFINERA CORP	Common Stock	**	12,560
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	59,001
	IPG PHOTONICS CORP COM	Common Stock	**	33,870
	J P MORGAN CHASE & CO	Common Stock	**	8,313
	JAMMIN JAVA CORP COM	Common Stock	**	50
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	9,983
	JONES SODA CO	Common Stock	**	1,110
	KELLOGG COMPANY NFS LLC IS A	Common Stock	**	12,643
	KIMBERLY CLARK CORP NFS IS A SPECIALIST	Common Stock	**	11,221
	KRAFT FOODS INC CL A	Common Stock	**	19,053
	KRAIG BIOCRRAFT LABORATORIES INC COM	Common Stock	**	185
	KROGER CO NFS LLC IS A	Common Stock	**	2,422
	LANDEC CORP	Common Stock	**	5,520
	LEAP WIRELESS INTL INC COM NEW	Common Stock	**	1,115
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	51
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	3,062
	LIVEPERSON INC	Common Stock	**	41,415
	LSI LOGIC CORP NFS IS A SPECIALIST	Common Stock	**	24
	MACYS INC	Common Stock	**	3,218
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	1,306
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	1,803
	MARRIOTT INTL INC CL A	Common Stock	**	1,066

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	MARRIOTT VACATIONS WORLDWIDE CORP COM	Common Stock	**	51
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	4,167
	MEMC ELECTRONICS MATERIALS INC	Common Stock	**	985
	MERCK & CO INC NEW COM	Common Stock	**	9,062
	MERITOR INC COM	Common Stock	**	91,770
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	7,139
	MOLYCORP INC DELAWARE COM	Common Stock	**	2,398
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	34,780
	MOTRICITY INC COM USD0.001	Common Stock	**	180
	MPHASE TECHNOLOGIES INC	Common Stock	**	30
	NAVISTAR INTL CORP NFS IS A SPECIALIST	Common Stock	**	30,304
	NET SVGS LINK INC COM	Common Stock	**	47
	NETFLIX COM INC COM	Common Stock	**	7,899
	NEXT 1 INTERACTIVE INC COM	Common Stock	**	66
	NOBLE CORPORATION BAAR NAMEN -AKT	Common Stock	**	18,132
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	1,166
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	13,309
	NOVARTIS AG ADR ISIN #US66987V1098	Common Stock	**	2,859
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	26,549
	NVIDIA CORP NFS LLC IS A MARKET	Common Stock	**	1,386
	OCEAN RIG UDW INC COM USD0.01 WI	Common Stock	**	281
	OCLARO INC COM NEW	Common Stock	**	48
	OILSANDS QUEST INC COM	Common Stock	**	276
	ON SEMICONDUCTOR CRP	Common Stock	**	1,544
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	2,309
	OXIGENE INC COM NEW	Common Stock	**	1,980
	PANERA BREAD COMPANY CL A	Common Stock	**	11,175
	PARAMOUNT GOLD MNG CORP	Common Stock	**	6,242
	PARK STERLING CORP COM	Common Stock	**	714
	PAYCHEX INC NFS LLC IS A MARKET	Common Stock	**	1,204
	PENSKE AUTOMOTIVE GROUP INC	Common Stock	**	3,899
	PETROALGAE INC COM	Common Stock	**	500
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	2,560
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	18,645
	PHILIP MORRIS INTL INC COM	Common Stock	**	76,293
	PORTAGE RES INC COM	Common Stock	**	20
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	5,583
	PUDA COAL INC COM PAR \$.001	Common Stock	**	192
	PULTE HOMES INC NFS LLC IS A	Common Stock	**	43,785
	PUT (M) MACYS INC	Common Stock	**	(215)
	QAD INC CL A	Common Stock	**	767
	QAD INC CL B	Common Stock	**	185
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	755
	REGENOCELL THERAPEUTICS INC COM	Common Stock	**	11
	RESEARCH IN MOTION LTD	Common Stock	**	1,450
	SAKS INC	Common Stock	**	975
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	7,010
	SEQUANS COMMUNICATIONS SPON	Common Stock	**	2,780
	SHIP FINANCE INTERNATIONAL	Common Stock	**	491

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
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December 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	SIGMA LABS INC COM	Common Stock	**	64
	SIRIUS XM RADIO INC COM	Common Stock	**	7,116
	SKECHERS USA INC	Common Stock	**	6,060
	SKY PWR SOLUTIONS CORP COM	Common Stock	**	4
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	22,571
	SOUTHERN HOME MED EQUIP INC COM NEW	Common Stock	**	120
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	10,273
	SPECTRA ENERGY CORP COM	Common Stock	**	1,538
	SPRINT CORP (FON GROUP)	Common Stock	**	1,465
	STAR BULK CARRIERS CORP SHS	Common Stock	**	127
	STRYKER CORP NFS LLC IS A	Common Stock	**	5,021
	SUPERVALU INC NFS LLC IS A	Common Stock	**	47
	SYNOVUS FINL CORP NFS LLC IS A	Common Stock	**	280
	SYSCO CORP NFS LLC IS A	Common Stock	**	2,961
	TANDY LEATHER FACTORY INC	Common Stock	**	1,464
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	3,088
	TEJON RANCH CO	Common Stock	**	9,792
	TENET HEALTHCARE CORP	Common Stock	**	5,130
	TENNESSEE COMM BANCORP INC COM	Common Stock	**	35
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	4,170
	TEXAS INSTRUMENTS INC	Common Stock	**	2,941
	THEDIRECTORY COM INC COM	Common Stock	**	18
	THESTREET.COM INC	Common Stock	**	840
	THOMPSON CREEK METALS CO INC	Common Stock	**	1,740
	TITANIUM METALS CORP COM NEW	Common Stock	**	8,988
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	12,806
	TOTAL SYS SVCS INC	Common Stock	**	19,560
	TTM TECHNOLOGIES INC	Common Stock	**	548
	TYSON FOODS INC CL A FRMLY COM	Common Stock	**	31,097
	ULTRA PETROLEUM CORP	Common Stock	**	2,963
	UNILEVER N V NEW ISIN #US9047847093	Common Stock	**	3,525
	UNITED STATES STEEL CORP	Common Stock	**	10,584
	URANIUM RES INC COM PAR \$0.001	Common Stock	**	592
	VALE S A ADR	Common Stock	**	2,268
	VALERO ENERGY CORP NFS LLC IS A SPECIAL	Common Stock	**	2,105
	VANTAGE DRILLING COMPANY ORD SHS	Common Stock	**	464
	VERIZON COMMUNICATIONS	Common Stock	**	2,006
	VIRNETX HLDG CORP COM	Common Stock	**	18,103
	VODAFONE GROUP PLC NEW SPONSORED ADR	Common Stock	**	3,050
	VOXX INTL CORP CL A	Common Stock	**	845
	WASHINGTON MUTUAL INC	Common Stock	**	57
	WATER TECHNOLOGIES INTL INC COM	Common Stock	**	6
	WELLS FARGO & CO NEW	Common Stock	**	11,410
	WHIRLPOOL CORP	Common Stock	**	4,554
	WILD BRUSH ENERGY INC COM NEW	Common Stock	**	64
	WINDSTREAM CORP COM	Common Stock	**	623
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	2,605
	WYNN RESORTS LTD NFS LLC IS A MARKET	Common Stock	**	33,687
	XSTRATA PLC SHS ISIN #GB0031411001	Common Stock	**	7,600

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	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	16,130
	YUM! BRANDS INC	Common Stock	**	3,011
	ZHONG TECHNOLOGIES INC NEW COM NEW	Common Stock	**	15
		Total Common Stocks		<u>2,473,162</u>
	ABF SM CAP VAL INV	Mutual Fund	**	4,054,692
	AMERICAN CENTURY GROWTH	Mutual Fund	**	41,944
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	5,227
	ANWORTH MTG ASSET CORP	Mutual Fund	**	2,010
	ARTIO INTERNATIONAL EQUITY FUND II CL A	Mutual Fund	**	33,834
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	11,396
	BUFFALO MID CAP FUND	Mutual Fund	**	27,647
	CENTURY SMALL CAP SELECT INVESTOR	Mutual Fund	**	9,923
	DODGE & COX BALANCED	Mutual Fund	**	2,356,020
	DODGE & COX STOCK	Mutual Fund	**	1,349,815
	DYNAMIC US GROWTH FUND CLASS I	Mutual Fund	**	30,155
*	FID CAPITAL & INCOME	Mutual Fund	**	4,134,634
*	FID DIVERSIFIED INTL K	Mutual Fund	**	9,898,824
*	FID FREEDOM K 2000	Mutual Fund	**	737,631
*	FID FREEDOM K 2010	Mutual Fund	**	3,609,359
*	FID FREEDOM K 2020	Mutual Fund	**	13,881,285
*	FID FREEDOM K 2030	Mutual Fund	**	16,502,087
*	FID FREEDOM K 2040	Mutual Fund	**	7,062,735
*	FID FREEDOM K 2050	Mutual Fund	**	2,297,197
*	FID FREEDOM K INCOME	Mutual Fund	**	736,941
*	FID MID CAP STOCK K	Mutual Fund	**	6,837,060
*	FID OTC PORTFOLIO K	Mutual Fund	**	15,927,075
*	FID REAL ESTATE INVS	Mutual Fund	**	5,205,767
*	FIDELITY CONTRAFUND	Mutual Fund	**	23,440
*	FIDELITY EMERGING MARKETS	Mutual Fund	**	3,973
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	25,425
*	FIDELITY INT'L GROWTH & INCOME	Mutual Fund	**	7,319
*	FIDELITY LOW PR STK K	Mutual Fund	**	7,656,011
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,236
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	32,160
*	FIDELITY SELECT MEDICAL EQUIP&SYSTEM	Mutual Fund	**	2,821
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	33,316
	HARTFORD SMALL CO Y	Mutual Fund	**	2,670,752
	JANUS SHORT TERM BOND	Mutual Fund	**	144,006
	KALMAR GROWTH WITH VALUE SMALL CAP FUND	Mutual Fund	**	31,154
	KINDER MORGAN ENERGY PARTNERS L P	Mutual Fund	**	2,672
	LAUDUS GROWTH INVT US LARGE CAP GRWTH	Mutual Fund	**	43,376
	MANNING & NAPIER WORLD OPPT SER CL A	Mutual Fund	**	41,550
	MATTHEWS PACIFIC TIGER FUND	Mutual Fund	**	16,876
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	38,508
	MFS VALUE R3	Mutual Fund	**	7,811,963
	MOTLEY FOOL GREAT AMERICAN FUND	Mutual Fund	**	6,647
	MOTLEY FOOL INDEPENDENCE FD	Mutual Fund	**	5,641
	NAVIOS MARITIME PARTNERS LP UNIT LTD	Mutual Fund	**	18,214

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at Year End)
FIN: 01-0389790 / Plan Number: 003
December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	PIMCO TOT RETURN ADM	Mutual Fund	**	11,893,508
	PIMCO TOTAL RETURN CLASS D	Mutual Fund	**	54,013
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	9,239
	RIDGEWORTH INTERMED BOND CL I	Mutual Fund	**	56
	RIDGEWORTH US GOVT SEC ULTRA SHT BOND I	Mutual Fund	**	72,248
	SARATOGA TECHNOLOGY & COMMUNICATN CL A	Mutual Fund	**	21,115
	SCOUT INTERNATIONAL	Mutual Fund	**	41,293
*	SPARTAN 500 INDEX K	Mutual Fund	**	15,666,410
*	SPARTAN INTL INDEX	Mutual Fund	**	1,862,073
	TRP BLUE CHIP GRTH	Mutual Fund	**	4,928,709
	VANG INFL PROT SEC	Mutual Fund	**	1,567,908
	VANGUARD BOND INDEX SHORT TERM	Mutual Fund	**	90,922
	VANGUARD CAPITAL VALUE	Mutual Fund	**	4,176
	VANGUARD DIV APP INDEX INVT CL SH	Mutual Fund	**	53,821
	VANGUARD ENERGY	Mutual Fund	**	51,214
	VANGUARD EQUITY INCOME	Mutual Fund	**	74,822
	VANGUARD MORGAN GROWTH	Mutual Fund	**	44,127
	VANGUARD WELLINGTON FUND	Mutual Fund	**	12,296
	WILLISTON BASIN/MID NORTH AMERICA STK FD	Mutual Fund	**	29,030
	YACKTMAN FOCUSED FD	Mutual Fund	**	54,772
		Total Mutual Funds		<u>149,906,070</u>
*	FID MGD INC PORT	Common/Collective Trust	**	8,249,585
*	FIDELITY CASH RESERVES	Money Market	**	813,384
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,860
*	FIDELITY RETIREMENT MONEY MKT	Money Market	**	21,058,722
		Total Money Market Funds		<u>21,929,966</u>
*	Participant Loans	Various maturities (3.64% - 10.50%)	\$ -	<u>6,570,149</u>
				<u>\$ 189,128,932</u>

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

Financial Statements and Supplemental Schedule

December 31, 2011 and 2010

(with Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying statements of net assets available for benefits of the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
October 11, 2012

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ZF Group North American Operations and
Affiliated Companies 401(k) & Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$ 149,906,070	150,525,648
Common/collective trust	8,249,585	8,554,433
Money market funds	21,929,966	21,053,555
Common stocks	2,473,162	2,508,547
Other	<u>-</u>	<u>101</u>
	<u>182,558,783</u>	<u>182,642,284</u>
Receivables:		
Employer contributions	6,975,561	5,312,010
Participant contributions	278,645	186,679
Notes receivable from participants	<u>6,773,768</u>	<u>6,370,804</u>
	<u>14,027,974</u>	<u>11,869,493</u>
Total assets	<u>196,586,757</u>	<u>194,511,777</u>
Liabilities:		
Other liabilities	<u>-</u>	<u>74</u>
Total liabilities	<u>-</u>	<u>74</u>
Net assets available for benefits, at fair value	196,586,757	194,511,703
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(203,467)</u>	<u>(69,556)</u>
Net assets available for benefits	\$ <u>196,383,290</u>	<u>194,442,147</u>

See accompanying notes to the financial statements.

ZF Group North American Operations and
Affiliated Companies 401(k) & Retirement Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions:

Interest and dividend income \$ 4,938,174

Interest income on notes receivable from participants 296,389

Contributions:

Employer 11,928,279

Participants 9,556,444

Rollovers 1,382,972

22,867,695

Total additions 28,102,258

Deductions:

Benefit payments 18,367,584

Net depreciation in fair value of investments 7,738,812

Administrative expenses 54,705

Total deductions 26,161,101

Net increase 1,941,157

Net transfers from plan (14)

Net assets available for benefits:

Beginning of year 194,442,147

End of year \$ 196,383,290

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

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

General

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

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

Contributions

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

The Company made matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation for the non-union groups. The Tuscaloosa Union (ZF Lemforder Corporation) had matching contributions of 100% of the first 2%, plus 50% on next 2% of eligible compensation. The Chicago Union (ZF Lemforder Chicago) had matching of 100% of the first 1%, plus 50% of the next 4% of eligible compensation. The Company may also make qualified non-elective and discretionary retirement contributions.

The Company made a discretionary retirement contribution in 2011 and 2010 of 4% of eligible compensation, plus an additional 4% of compensation in excess of the taxable wage base under the Federal Social Security Act. There were no other retirement account contributions for union groups in 2011 or 2010.

Participant accounts

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

Vesting

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

Notes receivable from participants

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

Payment of benefits

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

Forfeited accounts

At December 31, 2011 and 2010 forfeited nonvested accounts totaled \$91,078 and \$129,200 respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions or Plan expenses. In December 31, 2011, forfeitures of \$166,000 were used to reduce employer contributions.

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

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

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

Use of estimates

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

Investment valuation and income recognition

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

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

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

Subsequent events

The Plan has evaluated subsequent events through October 11, 2012, the date on which the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY TRUSTEE:

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2011 and 2010, the supplemental schedule of assets (held at end of year) as of December 31, 2011, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2011.

4. INVESTMENTS:

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

Investments at fair value that represent 5% or more of Plan net assets at December 31, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Fidelity Retirement Money Market	\$ 21,058,722	20,274,846
Fidelity Freedom K 2030	16,502,087	15,493,532
Fidelity OTC Portfolio K	15,927,075	15,578,562
Spartan 500 Index K	15,666,410	16,270,044
Fidelity Freedom K 2020	13,881,285	13,237,204
PIMCO Total Return ADM	11,893,508	12,804,954
Fidelity Diversified International K	9,898,824	12,226,204

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

Mutual funds and money market funds	\$ (7,192,410)
Common stocks	<u>(546,402)</u>
	<u>\$ (7,738,812)</u>

5. FAIR VALUE MEASUREMENTS:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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

Common/collective trust: The collective trust funds are public investment vehicles valued using a net asset value (NAV) provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV's unit price is quoted on a private market that is not active. However, the NAV is based on the fair value of the underlying securities within the fund, which are traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. The significant investment strategies of the funds are as described in the financial statements provided by each fund. There are no restrictions on redemptions from these funds.

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

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

ZF Group North American Operations and
Affiliated Companies 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2011 and 2010

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

<u>Fair Value Measurements at December 31, 2011</u>				
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 24,029,816	24,029,816	-	-
Blended funds	88,636,227	88,636,227	-	-
Intermediate bond funds	12,077,008	12,077,008	-	-
Value funds	23,272,954	23,272,954	-	-
Inflation protected bonds	1,593,333	1,593,333	-	-
Short-term bonds	216,254	216,254	-	-
Unclassified	<u>80,478</u>	<u>80,478</u>	<u>-</u>	<u>-</u>
Total mutual funds	149,906,070	149,906,070	-	-
Money market funds	21,929,966	21,929,966	-	-
Common/collective trust:				
Managed income	8,249,585	-	8,249,585	-
Common stocks:				
Business services	111,938	111,938	-	-
Consumer goods	616,400	616,400	-	-
Consumer services	140,944	140,944	-	-
Energy	94,441	94,441	-	-
Financial services	137,962	137,962	-	-
Hardware	165,053	165,053	-	-
Healthcare services	171,093	171,093	-	-
Industrial materials	369,086	369,086	-	-
Media	11,096	11,096	-	-
Software	9,617	9,617	-	-
Telecommunications	336,515	336,515	-	-
Utilities	253,506	253,506	-	-
Unclassified	<u>55,511</u>	<u>55,511</u>	<u>-</u>	<u>-</u>
Total common stock	<u>2,473,162</u>	<u>2,473,162</u>	<u>-</u>	<u>-</u>
Total investments at fair value	\$ <u>182,558,783</u>	<u>174,309,198</u>	<u>8,249,585</u>	<u>-</u>

ZF Group North American Operations and
Affiliated Companies 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2011 and 2010

Fair Value Measurements at December 31, 2010

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

6. RELATED PARTY TRANSACTIONS:

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

7. PLAN TERMINATION:

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

8. TAX STATUS:

The Internal Revenue Service has determined and informed the Company by letter dated September 23, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt. A request for a new determination letter has been submitted but has not yet been received.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

9. RISKS AND UNCERTAINTIES:

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

10. RECONCILIATION TO FORM 5500:

The following is a reconciliation of net assets available for benefits and changes in the net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements, at contract value	\$ 196,383,290	194,442,147
Adjustment to fair value	203,467	69,556
Less: Loans deemed distributed in 2011 and 2010 not on 5500	<u>(203,619)</u>	<u>(190,552)</u>
Net assets available for benefits per Schedule H of Form 5500	\$ <u>196,383,138</u>	<u>194,321,151</u>
Participant loans per the financial statements	\$ 6,773,768	6,370,804
Less: Loans deemed distributed in 2011 and 2010 not on 5500	<u>(203,619)</u>	<u>(190,552)</u>
Participant loans per Schedule H of Form 5500	\$ <u>6,570,149</u>	<u>6,180,252</u>
Benefit payments per financial statements	\$ 18,367,584	
Less: Loans deemed distributed in 2010 not on 5500	(190,552)	
Plus: Loans deemed distributed in 2011 not on 5500	<u>203,619</u>	
Benefit payments per Schedule H of Form 5500	\$ <u>18,380,651</u>	
Net increase in net assets per financial statements	\$ 1,941,157	
Plus: Loans deemed distributed in 2010 not on 5500	190,552	
Less: Loans deemed distributed in 2011 not on 5500	(203,619)	
Net adjustment to fair value	<u>133,911</u>	
Net increase in net assets per Form 5500	\$ <u>2,062,001</u>	

	<u>2011</u>	
	Per	Per
	<u>Statements</u>	<u>5500</u>
Interest and dividend income	\$ 4,938,174	4,914,823
Interest income on notes receivable from participants	296,389	296,389
Net depreciation in fair value of investments	(7,738,812)	(7,581,550)
Net adjustment from contract to fair value	<u>133,911</u>	-
	\$ <u>(2,370,338)</u>	<u>(2,370,338)</u>

ZF Group North American Operations and Affiliated Companies 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at Year End)
FIN: 01-0389790 / Plan Number: 003
December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	8X8 INC NEW	Common Stock	**	12,363
	ABBOTT LABORATORIES NFS IS A SPECIALIST	Common Stock	**	5,941
	ACTIVISION BLIZZARD INC COM	Common Stock	**	1,250
	ADAMIS PHARMACEUTICALS CORP	Common Stock	**	52
	ADVANCED MICRO DEVICES INC	Common Stock	**	2,700
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	5,084
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	15,123
	AGNICO EAGLE MINES LTD	Common Stock	**	3,632
	AKTIEBOLAGET ELECTROLUX ADR	Common Stock	**	1,600
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	10,290
	ALCOA INC NFS IS A SPECIALIST	Common Stock	**	1,600
	ALLEZOE MED HLDGS INC COM	Common Stock	**	19
	ALLIANCE FIBER OPTIC PRODS INC COM NEW	Common Stock	**	7,660
	ALLOS THERAPEUTICS INC	Common Stock	**	355
	ALPHA NAT RES INC	Common Stock	**	4,223
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	117,942
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	3,956
	AMERICAN EAGLE OUTFITTERS	Common Stock	**	5,352
	AMR CORP DEL NFS IS A SPECIALIST	Common Stock	**	350
	APACHE CORP NFS IS A SPECIALIST	Common Stock	**	9,176
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	1,610
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	30,375
	APPLIED MATERIALS INC	Common Stock	**	2,186
	ARCHER DANIELS MIDLAND	Common Stock	**	8,287
	ASSURED GUARANTY LTD SHS	Common Stock	**	11,169
	AT&T INC COM	Common Stock	**	148,759
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	3,391
	AVISTA CORP	Common Stock	**	4,235
	BAE SYS PLC SPONS ADR	Common Stock	**	1,772
	BALLARD PWR SYS INC NEW COM	Common Stock	**	216
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	16,050
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	752
	BANK OF AMERICA CORP	Common Stock	**	23,821
	BAYER AG SPONSORED ADR	Common Stock	**	3,206
	BCE INC COM NEW ISIN #CA05534B7604	Common Stock	**	2,140
	BEBE STORES INC NFS LLC IS A MARKET	Common Stock	**	6,248
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	22,890
	BLUE GOLD BEVERAGE INC COM	Common Stock	**	935
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	5,224
	BP PLC SPON ADR REPSNTG	Common Stock	**	6,659
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	10,946
	CALL (CHK) CHESAPEAKE ENERGY	Common Stock	**	12
	CALL (M) MACYS INC	Common Stock	**	(64)
	CAMECO CORP	Common Stock	**	1,828
	CAPSTEAD MTG CORP COM NO PAR	Common Stock	**	1,617
	CARDINAL HEALTH INC NFS LLC IS A	Common Stock	**	6,283
	CARDIO INFRARED TECHNOLOGIES INC	Common Stock	**	114
	CARDIOVASCULAR BIOTHERAPEUTICS INC	Common Stock	**	33
	CATERPILLAR INC NFS IS A SPECIALIST	Common Stock	**	36,412

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	CELL THERAPEUTICS INC COM NO PAR NEW	Common Stock	**	13
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	6,058
	CENTURYTEL INC	Common Stock	**	15,478
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	2,236
	CHIMERA INVT CORP COM	Common Stock	**	996
	CHINA GREENTECH CORP LTD ADR	Common Stock	**	10,400
	CHINA INTEGRATED ENERGY INC COM	Common Stock	**	55
	CHINA TECHFAITH WIRELESS	Common Stock	**	69,086
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	6,866
	CITIGROUP INC COM NEW	Common Stock	**	18,933
	CLEAN ENERGY FUELS CORP	Common Stock	**	21,631
	CLEAN PWR CONCEPTS INC	Common Stock	**	11
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	2,519
	COFFEE HLDG INC	Common Stock	**	11
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	6,526
	CROWNE VENTURES INC COM NEW	Common Stock	**	20
	CVS CORP DEL NFS LLC IS A	Common Stock	**	14,273
	CYCLACEL PHARMACEUTICALS INC	Common Stock	**	5,900
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	11,823
	CYTRX CORP	Common Stock	**	7,000
	DEAN FOODS CO	Common Stock	**	3,360
	DELL INC	Common Stock	**	14,630
	DELTA AIR LINES INC DEL COM NEW	Common Stock	**	10,922
	DEUTSCHE TELEKOM A G SPON ADR	Common Stock	**	1,726
	DIANA CONTAINERSHIPS INC NPV	Common Stock	**	33
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	1,496
	DIGI INTL INC	Common Stock	**	5,100
	DIREXION SHS ETF TR DAILY FINL BEAR 3X	Common Stock	**	373
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	3,895
	DRYSHIPS INC ISIN #MHY2109Q1017	Common Stock	**	4,680
	DUKE ENERGY CORP NEW COM	Common Stock	**	226,686
	DUOYUAN PRTG INC COM	Common Stock	**	72
	E ON AG ADR	Common Stock	**	2,164
	EARTH DRAGON RES INC COM NO PAR	Common Stock	**	5
	EATON CORP NFS IS A SPECIALIST	Common Stock	**	6,652
	ENSCO INTERNATIONAL PLC SPON ADR EA REP	Common Stock	**	2,346
	EVERGREEN ENERGY INC NEW COM NEW	Common Stock	**	161
	EXELIXIS INC	Common Stock	**	31,251
	EXFO INC SUB VTG SHS ISIN #CA3020461073	Common Stock	**	1,673
	EXIDE TECHNOLOGIES COM NEW	Common Stock	**	1,099
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	43,176
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	201
	FBC HLDG INC COM	Common Stock	**	12
	FLAGSTAR BANCORP INC COM NEW	Common Stock	**	1,515
	FORD MTR CO DEL COM	Common Stock	**	135,070
	FORTESCUE METAL GRP LTD SHS	Common Stock	**	3,106
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	212
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	23,190
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	9,827

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	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	2,900
	FUELCELL ENERGY INC NFS LLC IS A MARKET	Common Stock	**	1,482
	GAME FACE GAMING INC COM	Common Stock	**	170
	GENCO SHIPPING & TRADING LIMITED SHS	Common Stock	**	1,474
	GENERAL DYNAMICS NFS LLC IS A SPECIAL	Common Stock	**	2,373
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	69,653
	GENERAL MARITIME CORP NEW SHS	Common Stock	**	21
	GENERAL STEEL HLDGS INC	Common Stock	**	2,275
	GENOMIC HEALTH INC COM	Common Stock	**	12,695
	GENUINE PARTS CO	Common Stock	**	394
	GERDAU SA SPONS ADR REPSNG 1000	Common Stock	**	788
	GLADSTONE CAP CORP	Common Stock	**	975
	GLOBAL HEALTH VOYAGER INC COM	Common Stock	**	39
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	1,085
	GOLDCORP INC NEW	Common Stock	**	8,971
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	495
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	1,610
	GREENWOOD GOLD RES INC COM	Common Stock	**	8
	GULF RES INC COM PAR \$0.0005	Common Stock	**	448
	HEALTHSOUTH CORP COM NEW	Common Stock	**	2,827
	HECKMANN CORP COM	Common Stock	**	1,330
	HEMISPERIX BIOPARMA INC	Common Stock	**	293
	HEXCEL CORP COM NEW	Common Stock	**	1,211
	HORMEL GEORGE A & CO	Common Stock	**	29,418
	IMAX CORP	Common Stock	**	64,155
	IMMERSION CORP	Common Stock	**	5,180
	IMPERIAL SUGAR COMPANY COM NEW	Common Stock	**	1,790
	INFINERA CORP	Common Stock	**	12,560
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	59,001
	IPG PHOTONICS CORP COM	Common Stock	**	33,870
	J P MORGAN CHASE & CO	Common Stock	**	8,313
	JAMMIN JAVA CORP COM	Common Stock	**	50
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	9,983
	JONES SODA CO	Common Stock	**	1,110
	KELLOGG COMPANY NFS LLC IS A	Common Stock	**	12,643
	KIMBERLY CLARK CORP NFS IS A SPECIALIST	Common Stock	**	11,221
	KRAFT FOODS INC CL A	Common Stock	**	19,053
	KRAIG BIOCRRAFT LABORATORIES INC COM	Common Stock	**	185
	KROGER CO NFS LLC IS A	Common Stock	**	2,422
	LANDEC CORP	Common Stock	**	5,520
	LEAP WIRELESS INTL INC COM NEW	Common Stock	**	1,115
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	51
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	3,062
	LIVEPERSON INC	Common Stock	**	41,415
	LSI LOGIC CORP NFS IS A SPECIALIST	Common Stock	**	24
	MACYS INC	Common Stock	**	3,218
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	1,306
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	1,803
	MARRIOTT INTL INC CL A	Common Stock	**	1,066

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	MARRIOTT VACATIONS WORLDWIDE CORP COM	Common Stock	**	51
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	4,167
	MEMC ELECTRONICS MATERIALS INC	Common Stock	**	985
	MERCK & CO INC NEW COM	Common Stock	**	9,062
	MERITOR INC COM	Common Stock	**	91,770
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	7,139
	MOLYCORP INC DELAWARE COM	Common Stock	**	2,398
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	34,780
	MOTRICITY INC COM USD0.001	Common Stock	**	180
	MPHASE TECHNOLOGIES INC	Common Stock	**	30
	NAVISTAR INTL CORP NFS IS A SPECIALIST	Common Stock	**	30,304
	NET SVGS LINK INC COM	Common Stock	**	47
	NETFLIX COM INC COM	Common Stock	**	7,899
	NEXT 1 INTERACTIVE INC COM	Common Stock	**	66
	NOBLE CORPORATION BAAR NAMEN -AKT	Common Stock	**	18,132
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	1,166
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	13,309
	NOVARTIS AG ADR ISIN #US66987V1098	Common Stock	**	2,859
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	26,549
	NVIDIA CORP NFS LLC IS A MARKET	Common Stock	**	1,386
	OCEAN RIG UDW INC COM USD0.01 WI	Common Stock	**	281
	OCLARO INC COM NEW	Common Stock	**	48
	OILSANDS QUEST INC COM	Common Stock	**	276
	ON SEMICONDUCTOR CRP	Common Stock	**	1,544
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	2,309
	OXIGENE INC COM NEW	Common Stock	**	1,980
	PANERA BREAD COMPANY CL A	Common Stock	**	11,175
	PARAMOUNT GOLD MNG CORP	Common Stock	**	6,242
	PARK STERLING CORP COM	Common Stock	**	714
	PAYCHEX INC NFS LLC IS A MARKET	Common Stock	**	1,204
	PENSKE AUTOMOTIVE GROUP INC	Common Stock	**	3,899
	PETROALGAE INC COM	Common Stock	**	500
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	2,560
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	18,645
	PHILIP MORRIS INTL INC COM	Common Stock	**	76,293
	PORTAGE RES INC COM	Common Stock	**	20
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	5,583
	PUDA COAL INC COM PAR \$.001	Common Stock	**	192
	PULTE HOMES INC NFS LLC IS A	Common Stock	**	43,785
	PUT (M) MACYS INC	Common Stock	**	(215)
	QAD INC CL A	Common Stock	**	767
	QAD INC CL B	Common Stock	**	185
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	755
	REGENOCELL THERAPEUTICS INC COM	Common Stock	**	11
	RESEARCH IN MOTION LTD	Common Stock	**	1,450
	SAKS INC	Common Stock	**	975
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	7,010
	SEQUANS COMMUNICATIONS SPON	Common Stock	**	2,780
	SHIP FINANCE INTERNATIONAL	Common Stock	**	491

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	SIGMA LABS INC COM	Common Stock	**	64
	SIRIUS XM RADIO INC COM	Common Stock	**	7,116
	SKECHERS USA INC	Common Stock	**	6,060
	SKY PWR SOLUTIONS CORP COM	Common Stock	**	4
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	22,571
	SOUTHERN HOME MED EQUIP INC COM NEW	Common Stock	**	120
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	10,273
	SPECTRA ENERGY CORP COM	Common Stock	**	1,538
	SPRINT CORP (FON GROUP)	Common Stock	**	1,465
	STAR BULK CARRIERS CORP SHS	Common Stock	**	127
	STRYKER CORP NFS LLC IS A	Common Stock	**	5,021
	SUPERVALU INC NFS LLC IS A	Common Stock	**	47
	SYNOVUS FINL CORP NFS LLC IS A	Common Stock	**	280
	SYSCO CORP NFS LLC IS A	Common Stock	**	2,961
	TANDY LEATHER FACTORY INC	Common Stock	**	1,464
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	3,088
	TEJON RANCH CO	Common Stock	**	9,792
	TENET HEALTHCARE CORP	Common Stock	**	5,130
	TENNESSEE COMM BANCORP INC COM	Common Stock	**	35
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	4,170
	TEXAS INSTRUMENTS INC	Common Stock	**	2,941
	THEDIRECTORY COM INC COM	Common Stock	**	18
	THESTREET.COM INC	Common Stock	**	840
	THOMPSON CREEK METALS CO INC	Common Stock	**	1,740
	TITANIUM METALS CORP COM NEW	Common Stock	**	8,988
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	12,806
	TOTAL SYS SVCS INC	Common Stock	**	19,560
	TTM TECHNOLOGIES INC	Common Stock	**	548
	TYSON FOODS INC CL A FRMLY COM	Common Stock	**	31,097
	ULTRA PETROLEUM CORP	Common Stock	**	2,963
	UNILEVER N V NEW ISIN #US9047847093	Common Stock	**	3,525
	UNITED STATES STEEL CORP	Common Stock	**	10,584
	URANIUM RES INC COM PAR \$0.001	Common Stock	**	592
	VALE S A ADR	Common Stock	**	2,268
	VALERO ENERGY CORP NFS LLC IS A SPECIAL	Common Stock	**	2,105
	VANTAGE DRILLING COMPANY ORD SHS	Common Stock	**	464
	VERIZON COMMUNICATIONS	Common Stock	**	2,006
	VIRNETX HLDG CORP COM	Common Stock	**	18,103
	VODAFONE GROUP PLC NEW SPONSORED ADR	Common Stock	**	3,050
	VOXX INTL CORP CL A	Common Stock	**	845
	WASHINGTON MUTUAL INC	Common Stock	**	57
	WATER TECHNOLOGIES INTL INC COM	Common Stock	**	6
	WELLS FARGO & CO NEW	Common Stock	**	11,410
	WHIRLPOOL CORP	Common Stock	**	4,554
	WILD BRUSH ENERGY INC COM NEW	Common Stock	**	64
	WINDSTREAM CORP COM	Common Stock	**	623
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	2,605
	WYNN RESORTS LTD NFS LLC IS A MARKET	Common Stock	**	33,687
	XSTRATA PLC SHS ISIN #GB0031411001	Common Stock	**	7,600

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	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	16,130
	YUM! BRANDS INC	Common Stock	**	3,011
	ZHONE TECHNOLOGIES INC NEW COM NEW	Common Stock	**	15
		Total Common Stocks		<u>2,473,162</u>
	ABF SM CAP VAL INV	Mutual Fund	**	4,054,692
	AMERICAN CENTURY GROWTH	Mutual Fund	**	41,944
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	5,227
	ANWORTH MTG ASSET CORP	Mutual Fund	**	2,010
	ARTIO INTERNATIONAL EQUITY FUND II CL A	Mutual Fund	**	33,834
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	11,396
	BUFFALO MID CAP FUND	Mutual Fund	**	27,647
	CENTURY SMALL CAP SELECT INVESTOR	Mutual Fund	**	9,923
	DODGE & COX BALANCED	Mutual Fund	**	2,356,020
	DODGE & COX STOCK	Mutual Fund	**	1,349,815
	DYNAMIC US GROWTH FUND CLASS I	Mutual Fund	**	30,155
*	FID CAPITAL & INCOME	Mutual Fund	**	4,134,634
*	FID DIVERSIFIED INTL K	Mutual Fund	**	9,898,824
*	FID FREEDOM K 2000	Mutual Fund	**	737,631
*	FID FREEDOM K 2010	Mutual Fund	**	3,609,359
*	FID FREEDOM K 2020	Mutual Fund	**	13,881,285
*	FID FREEDOM K 2030	Mutual Fund	**	16,502,087
*	FID FREEDOM K 2040	Mutual Fund	**	7,062,735
*	FID FREEDOM K 2050	Mutual Fund	**	2,297,197
*	FID FREEDOM K INCOME	Mutual Fund	**	736,941
*	FID MID CAP STOCK K	Mutual Fund	**	6,837,060
*	FID OTC PORTFOLIO K	Mutual Fund	**	15,927,075
*	FID REAL ESTATE INVS	Mutual Fund	**	5,205,767
*	FIDELITY CONTRAFUND	Mutual Fund	**	23,440
*	FIDELITY EMERGING MARKETS	Mutual Fund	**	3,973
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	25,425
*	FIDELITY INT'L GROWTH & INCOME	Mutual Fund	**	7,319
*	FIDELITY LOW PR STK K	Mutual Fund	**	7,656,011
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,236
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	32,160
*	FIDELITY SELECT MEDICAL EQUIP&SYSTEM	Mutual Fund	**	2,821
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	33,316
	HARTFORD SMALL CO Y	Mutual Fund	**	2,670,752
	JANUS SHORT TERM BOND	Mutual Fund	**	144,006
	KALMAR GROWTH WITH VALUE SMALL CAP FUND	Mutual Fund	**	31,154
	KINDER MORGAN ENERGY PARTNERS L P	Mutual Fund	**	2,672
	LAUDUS GROWTH INVT US LARGE CAP GRWTH	Mutual Fund	**	43,376
	MANNING & NAPIER WORLD OPPT SER CL A	Mutual Fund	**	41,550
	MATTHEWS PACIFIC TIGER FUND	Mutual Fund	**	16,876
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	38,508
	MFS VALUE R3	Mutual Fund	**	7,811,963
	MOTLEY FOOL GREAT AMERICAN FUND	Mutual Fund	**	6,647
	MOTLEY FOOL INDEPENDENCE FD	Mutual Fund	**	5,641
	NAVIOS MARITIME PARTNERS LP UNIT LTD	Mutual Fund	**	18,214

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	PIMCO TOT RETURN ADM	Mutual Fund	**	11,893,508
	PIMCO TOTAL RETURN CLASS D	Mutual Fund	**	54,013
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	9,239
	RIDGEWORTH INTERMED BOND CL I	Mutual Fund	**	56
	RIDGEWORTH US GOVT SEC ULTRA SHT BOND I	Mutual Fund	**	72,248
	SARATOGA TECHNOLOGY & COMMUNICATN CL A	Mutual Fund	**	21,115
	SCOUT INTERNATIONAL	Mutual Fund	**	41,293
*	SPARTAN 500 INDEX K	Mutual Fund	**	15,666,410
*	SPARTAN INTL INDEX	Mutual Fund	**	1,862,073
	TRP BLUE CHIP GRTH	Mutual Fund	**	4,928,709
	VANG INFL PROT SEC	Mutual Fund	**	1,567,908
	VANGUARD BOND INDEX SHORT TERM	Mutual Fund	**	90,922
	VANGUARD CAPITAL VALUE	Mutual Fund	**	4,176
	VANGUARD DIV APP INDEX INVT CL SH	Mutual Fund	**	53,821
	VANGUARD ENERGY	Mutual Fund	**	51,214
	VANGUARD EQUITY INCOME	Mutual Fund	**	74,822
	VANGUARD MORGAN GROWTH	Mutual Fund	**	44,127
	VANGUARD WELLINGTON FUND	Mutual Fund	**	12,296
	WILLISTON BASIN/MID NORTH AMERICA STK FD	Mutual Fund	**	29,030
	YACKTMAN FOCUSED FD	Mutual Fund	**	54,772
		Total Mutual Funds		<u>149,906,070</u>
*	FID MGD INC PORT	Common/Collective Trust	**	8,249,585
*	FIDELITY CASH RESERVES	Money Market	**	813,384
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,860
*	FIDELITY RETIREMENT MONEY MKT	Money Market	**	21,058,722
		Total Money Market Funds		<u>21,929,966</u>
*	Participant Loans	Various maturities (3.64% - 10.50%)	\$ -	<u>6,570,149</u>
				<u>\$ 189,128,932</u>