

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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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	BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES		1b Three-digit plan number (PN) ▶	<u>012</u>
			1c Effective date of plan	
			<u>07/01/2000</u>	
			2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)	
BOSCH REXROTH CORPORATION 2800 S 25TH AVE BROADVIEW, IL 60155-4532		2b Employer Identification Number (EIN)		
		<u>23-1687400</u>		
		2c Sponsor's telephone number		
		<u>708-865-5200</u>		
		2d Business code (see instructions)		
		<u>333200</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	Filed with authorized/valid electronic signature.	10/12/2012	GARY D. GRABARCZYK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	GARY D. GRABARCZYK
	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") BOSCH REXROTH CORPORATION 2800 S 25TH AVE BROADVIEW, IL 60155-4532	3b Administrator's EIN 23-1687400 3c Administrator's telephone number 708-865-5200
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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	131
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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	136
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	5
d Subtotal. Add lines 6a , 6b , and 6c	6d	141
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	141
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	84
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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

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

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

9a Plan funding arrangement (check all that apply)	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 BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 BOSCH REXROTH CORPORATION	D Employer Identification Number (EIN) <u>23-1687400</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	
DODGE & COX	555 CALIFORNIA STREET 40 FL SAN FRANCISCO, CA 94104

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
J.P. MORGAN MUTUAL FUNDS	522 5TH AVE. 12TH FLOOR NEW YORK CITY, NY 10036

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
STATE STREET GLOBAL ADVISORS	ONE LINCOLN ST. BOX 5501 BOSTON, MA 02206

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
NORTHERN TRUST - COLLECTIVE	801 SOUTH CANAL STREET CHICAGO, IL 60607

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

STATE STREET - LAZARD CLASS C

30 ROCKEFELLER PLAZA
NEW YORK, NY 10021

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

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

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

AMERICAN CENTURY INVESTMENTS

430 WEST 7TH STREET
KANSAS CITY, MO 64105

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

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

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

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

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

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

(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 ☐

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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

A Name of plan <u>BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES</u>	B Three-digit plan number (PN) <u>012</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BOSCH REXROTH CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1687400</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>SEI TRUST</u>		
c EIN-PN <u>26-0463057-001</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>816604</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2010 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063261-001</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>116316</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2015 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063321-001</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>83649</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2020 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063359-001</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>93580</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2030 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063387-001</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>59016</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2040 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063440-001</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>88967</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LAZARD EMERGING MARKETS</u>		
b Name of sponsor of entity listed in (a): <u>LAZARD ASSET MANAGEMENT</u>		
c EIN-PN <u>04-3478313-001</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>49520</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST COLLECTIVE BOND**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-200	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76312
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA ACTIVE INTERNATIONAL STOCK SEL**b** Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN 90-0337987-043	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST COLLECTIVE EAFE**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-111	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 226923
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST COLLECTIVE RUSSELL**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-109	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 379673
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST S & P 500 INDEX FUND**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106379
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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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Part II Information on Participating Plans (to be completed by DFEs)

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

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

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

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES	B Three-digit plan number (PN) ►	<u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 BOSCH REXROTH CORPORATION	D Employer Identification Number (EIN) 23-1687400	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		<u>226</u>
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	<u>77614</u>	<u>70446</u>
(9) Value of interest in common/collective trusts.....	1c(9)	<u>1590193</u>	<u>2096940</u>
(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)	<u>625316</u>	<u>240233</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2293123	2407845

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		1297
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	1297

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2293123	2406548
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	107943	
(B) Participants	2a(1)(B)	272627	
(C) Others (including rollovers)	2a(1)(C)	226	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		380796

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3351	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3351

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10074	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		10074

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-28726
(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)		9918
c Other income.....	2c		335
d Total income. Add all income amounts in column (b) and enter total.....	2d		375748

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	258400	
(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)		258400
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3923	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3923
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		262323

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		113425
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS (2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</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 BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES		B Three-digit plan number (PN) ► 012
C Plan sponsor's name as shown on line 2a of Form 5500 BOSCH REXROTH CORPORATION		D Employer Identification Number (EIN) 23-1687400
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): 20-2020334		
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): _____

**Bosch Rexroth Corporation
Mecman Division, Lexington
Facility 401(k) Plan for
Bargaining Unit Employees**
Financial Statements and Supplemental Schedule
December 31, 2011 and 2010

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
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Schedule I: Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2011.....	13
 Note: Other supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have not been included herein as they are not applicable.	



Report of Independent Auditors

To the Participants and Benefit Plans Committee of the Bosch Rexroth Corporation Mecman Division, Lexington Facility 401(k)
Plan for Bargaining Unit Employees

We were engaged to audit the financial statements and supplemental schedule of the Bosch Rexroth Corporation Mecman Division, Lexington Facility 401(k) Plan for Bargaining Unit Employees (the "Plan") at December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying index. These financial statements and 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 Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related 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 and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 supplementary information 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 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's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

October 10, 2012

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value	\$ 2,340,402	\$ 2,204,259
Notes receivable from participants	70,446	77,614
Other receivables	226	-
Total assets	2,411,074	2,281,873
Liabilities		
Accrued expenses	1,297	-
Net assets available for benefits, reflecting investments at fair value	2,409,777	2,281,873
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(3,229)	11,250
Net assets available for benefits	<u>\$ 2,406,548</u>	<u>\$ 2,293,123</u>

The accompanying notes are an integral part of these financial statements.

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to		
Investment income		
Net (depreciation) appreciation in fair value of investments	\$ (34,792)	\$ 154,865
Dividend and interest income	27,094	22,532
Total investment (loss) income	<u>(7,698)</u>	<u>177,397</u>
Interest income on notes receivable from participants	2,650	3,320
Contributions		
Participant	272,627	225,181
Employer	107,943	82,583
Other	226	-
Total contributions	<u>380,796</u>	<u>307,764</u>
Total additions	<u>375,748</u>	<u>488,481</u>
Deductions from net assets attributed to		
Distributions to participants	258,400	129,799
Administrative expenses	3,923	-
Total deductions	<u>262,323</u>	<u>129,799</u>
Net increase	113,425	358,682
Net assets available for benefits		
Beginning of year	<u>2,293,123</u>	<u>1,934,441</u>
End of year	<u>\$ 2,406,548</u>	<u>\$ 2,293,123</u>

The accompanying notes are an integral part of these financial statements.

Bosch Rexroth Corporation Mecman Division, Lexington Facility

401(k) Plan for Bargaining Unit Employees

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of the Plan

The following description of the Bosch Rexroth Corporation (the "Company") Mecman Division, Lexington Facility 401(k) Plan for Bargaining Unit Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan, established July 1, 2000, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

General

The Plan is a defined contribution plan covering all bargaining unit employees of the Bosch Rexroth Corporation Mecman Division, Lexington Facility. Participants must be members of Local 651 of the International Brotherhood of Teamsters, Chauffeurs, Warehousemen, and Helpers of America and have completed six months of employment.

Contributions

Participants may elect to contribute an amount from 1% to 17% of their annual eligible compensation, as defined in the Plan document, through pretax salary deductions subject to maximum amounts established by Section 401(k) of the Internal Revenue Code (the "Code"). Participants may also contribute amounts representing catch-up contributions (if age 50 or older). Both eligible employees and employees who would be eligible except they do not meet the service requirement may make rollover contributions into the Plan.

The Company contributes 50% of the first 6% of eligible compensation contributed by the participant.

Effective April 1, 2011 as a result of a new collective bargaining agreement, the Company matching contribution was increased to 50% of the first 7% of eligible compensation contributed by the participant.

Participant Accounts

Each participant's account is credited with participant and Company contributions and an allocation of Plan earnings. Plan earnings are allocated based upon participant account balances in the respective investment options. The benefit to which a participant is entitled is the vested balance that can be provided from the participant's account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. After five years of service with the Company, a participant will become 100% vested in Company contributions on the date they are contributed. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. Forfeited nonvested accounts totaled \$15,304 and \$14,676 at December 31, 2011 and 2010, respectively.

Benefit Payments

Distributions can generally be made only upon termination of service, retirement, death, disability, hardship or attainment of age 59 1/2, as defined. Distributions are made in a lump-sum or installment payments. Participants who terminate employment and whose account balances do not exceed \$5,000 shall receive an automatic transfer to a qualified IRA if the balance exceeds \$1,000, or else an immediate, lump-sum cash distribution.

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Notes to Financial Statements
December 31, 2011 and 2010

If the participant does not receive a direct plan-to-plan transfer, the Internal Revenue Service ("IRS") requires the Company to withhold 20% of the final distribution for payment of federal income taxes.

Investment Options

A participant may direct contributions in 1% increments in any of the investment options offered by the Plan which include mutual funds and collective trusts, as well as the Bosch Stable Value Fund, which holds a liquidity fund and several synthetic guaranteed investment contracts. Participants may change their investment options daily. The Plan's investments are held by Mercer Trust Company (the "Trustee").

Effective March 28, 2011 the plan administrator made changes to the Plan's investment fund options as set forth in the following table.

Original Investment Option	New Investment Option
American Century Equity Growth Fund	Northern Trust Collective S&P 500 Index Fund
JPMorgan Equity Index Fund	Northern Trust Collective S&P 500 Index Fund
Growth Fund of America Fund	Northern Trust Collective Russell 1000 Growth Index Fund
SSgA International Alpha Select Fund	Northern Trust Collective EAFE Index Fund

Notes Receivable from Participants

Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 (subject to certain limitations as defined in the Plan document) or 50% of their vested account balance. All notes receivable from participants are amortized over a reasonable period of time, generally not to exceed five years, and are payable immediately upon termination. The loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates at inception. Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Principal and interest are to be paid through payroll deductions.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participant accounts would become fully vested and would be distributed to the participants.

Administrative Expenses

Effective April 1, 2011, an annual recordkeeping fee of \$62.50 (\$15.63 per quarter) is charged to participant accounts by the recordkeeper. This amount is reflected in administrative expenses in the accompanying financial statements. Prior to the effective date, both recordkeeping and investment management fees were reflected in the investment returns as a part of net appreciation (depreciation) in fair value of investments in the accompanying financial statements.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Notes to Financial Statements
December 31, 2011 and 2010

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Units of collective trusts are valued at the net asset value of units held by the Plan at year-end, based on information reported by the investment advisor using the financial statements of the collective trusts.

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 within the Bosch Stable Value Fund option. The Statements of Net Assets Available for Benefits present the fair value as well as the adjustment from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments which consists of the gains and losses on investments bought and sold as well as held during the year.

Synthetic Guaranteed Investment Contracts

The Plan holds synthetic guaranteed investment contracts ("GICs") as part of the Bosch Stable Value Fund. The synthetic GICs provide for a fixed return on principal over a specified time through fully benefit-responsive wrapper contracts issued by AIG Financial Products, Royal Bank of Canada, and State Street Bank. The assets underlying the synthetic GICs substantially consist of an intermediate bond collective trust fund.

The fair value of the synthetic GICs equals the total of the fair value of the underlying assets plus the fair value of the wrapper contracts. The fair value of the wrapper contracts is computed using a replacement cost approach that incorporates a comparison of the current fee rate on similar wrapper contracts to the fee being paid by the Plan. Using this approach, the fair value of the wrapper contracts was \$598 and \$1,809 at December 31, 2011 and 2010, respectively.

Fully benefit-responsive synthetic GICs are valued at contract value, rather than fair value, for determining the net assets available for benefits. Contract value represents contributions, plus earnings, less participant withdrawals and administrative expenses. The wrapper contracts used by the Plan are fully benefit-responsive because the wrapper contract issuers are contractually obligated to make up any shortfall in the event that the underlying asset portfolio has been liquidated and is inadequate to cover participant withdrawals and transfers at contract value. There are currently no reserves against contract values for credit risk of the contract issuers or any other risk.

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The crediting interest rate, which is reset quarterly, based on a formula agreed upon with each wrapper contract issuer, can never fall below zero. The crediting rate formula smoothes the impact of interest rate changes on participant returns by amortizing any difference between market value and book value over a period of years equal to the duration of the portfolio benchmark. The average yield on the synthetic GICs based on annualized earnings was approximately 2.05% and 3.32% at December 31, 2011 and 2010, respectively. The average interest rate credited to participants on the synthetic GICs was approximately 2.21% and 2.38%, respectively, for the years ended December 31, 2011 and 2010. The credit ratings for AIG Financial Products were A- at both December 31, 2011 and 2010, and the credit ratings for Royal Bank of Canada and State Street Bank were AA- at both December 31, 2011 and 2010.

Certain events limit the ability of the Plan to transact at contract value with the issuer. These events include restructurings, early retirement plans, divestitures, bankruptcies or as the result of legal, tax or regulatory changes. The Plan administrator believes that the occurrence of any such event is remote.

The providers of the wrapper contracts can only terminate at a value different than contract value under an event of default (that was not remedied) such as failure to follow the terms of the contract.

Benefit Payments

Benefits are recorded when paid.

New Accounting Pronouncements

Fair Value Measurements

In January 2010, the Financial Accounting Standards Board ("FASB") issued authoritative guidance intended to improve disclosures about fair value measurements. The guidance requires entities to disclose significant transfers in and out of fair value hierarchy levels and reasons for the transfers and to present information about purchases, sales, issuances and settlements separately in the reconciliation of fair value measurements using significant unobservable inputs (Level 3). Additionally, the guidance clarifies that a reporting entity should provide fair value measurements for each class of assets and liabilities and disclose the inputs and valuation techniques used for fair value measurements using significant other observable inputs (Level 2) and significant unobservable inputs (Level 3). This guidance is effective for annual periods beginning after December 15, 2009 except for disclosures about purchases, sales, issuances and settlements in the Level 3 reconciliation, which is effective for annual periods beginning after December 15, 2010. The Company has expanded disclosures in Note 4 to comply with the aforementioned fair value guidance. As this guidance provides only disclosure requirements, the adoption of the standard did not impact the Plan's financial statements.

In May 2011, the FASB issued authoritative guidance to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards by changing the wording used to describe many of the requirements for measuring fair value and disclosing information about fair value measurements. The amendments include those that clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. This Accounting Standards Update, which is to be applied prospectively, is effective for annual periods beginning after December 15, 2011. As this guidance provides only disclosure requirements, the adoption of the standard will not impact the Plan's financial statements.

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3. Certification of Investment Information

The Trustee of the Plan holds the Plan's investments and notes receivable from participants and executes all related transactions. Information disclosed in the accompanying financial statements and schedule, including investments and notes receivable from participants held at December 31, 2011 and 2010, net appreciation (depreciation) in fair value of investments and dividend and interest income and interest income on notes receivable from participants for the years ended December 31, 2011 and 2010, and the investment information presented below was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Mercer Trust Company, the Trustee.

The investments within the Bosch Stable Value Fund were certified at their contract value of \$816,604 and \$748,639 at December 31, 2011 and 2010, respectively. The fair value and adjustment from fair value to contract value of (\$3,229) and \$11,250 at December 31, 2011 and 2010, respectively, were not certified.

The fair value of individual investments that represent 5% or more of the Plan's net assets is as follows at December 31:

	2011	2010
JPMorgan Intermediate Bond Fund	\$ 733,292	\$ 726,366
American Funds Growth Fund of America	*	344,332
NTGI-QM Collective Daily Aggregate Bond Index Fund	*	177,388
State Street Global Advisors International Alpha Select Fund	*	240,302
JPMorgan Equity Index Select	*	116,501
NT Collective EAFE Index Non Lending	226,923	*
NT Collective Russell 1000 Growth Fund	379,673	*
JPMorgan Small Cap Equity Fund R5	161,785	*

The Plan's investments, including investments bought and sold as well as held during the year, appreciated (depreciated) in fair value as follows:

	2011	2010
Mutual funds	\$ 9,894	\$ 71,638
Collective trusts	(44,686)	83,227
	<u>\$ (34,792)</u>	<u>\$ 154,865</u>

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4. Fair Value Measurements

The FASB established a framework to increase consistency and comparability in fair value measurements. 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.

For a description of the valuation methodologies used for assets measured at fair value see Investment Valuation and Income Recognition under Note 2.

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

Bosch Rexroth Corporation Mecman Division, Lexington Facility
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December 31, 2011 and 2010

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2011 and 2010:

Investment Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Small cap funds	\$ 161,785	\$ -	\$ -	\$ 161,785
Large cap funds	78,449	-	-	78,449
Collective trusts				
Target retirement funds	-	441,528	-	441,528
Bond funds	-	76,312	-	76,312
International funds	-	276,443	-	276,443
Large cap funds	-	486,052	-	486,052
Synthetic guaranteed investment contracts				
Collective trusts	-	819,235	-	819,235
Wrapper contracts	-	-	598	598
	<hr/>	<hr/>	<hr/>	<hr/>
Total investments at fair value	<u>\$ 240,234</u>	<u>\$ 2,099,570</u>	<u>\$ 598</u>	<u>\$ 2,340,402</u>

Investment Assets at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Small cap funds	\$ 116,501	\$ -	\$ -	\$ 116,501
Large cap funds	508,815	-	-	508,815
Collective trusts				
Target retirement funds	-	359,310	-	359,310
Bond funds	-	177,388	-	177,388
International funds	-	304,856	-	304,856
Large cap funds	-	-	-	-
Synthetic guaranteed investment contracts				
Collective trusts	-	735,580	-	735,580
Wrapper contracts	-	-	1,809	1,809
	<hr/>	<hr/>	<hr/>	<hr/>
Total investments at fair value	<u>\$ 625,316</u>	<u>\$ 1,577,134</u>	<u>\$ 1,809</u>	<u>\$ 2,204,259</u>

Bosch Rexroth Corporation Mecman Division, Lexington Facility
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Common collective trusts consist of pools of investments used by institutional investors to obtain equity and fixed income market exposures by investing in funds which are intended to mirror market indices. They are valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets of each of the respective common collective trusts. The underlying assets are valued based on the NAV as provided by the investment account manager and are classified in Level 2 of the fair value hierarchy. Certain of these investments can only be traded within a certain window within each monthly period. Common collective trusts included in the Plan and their relative benchmarks include:

Common Collective Trust	Description	Benchmark	Trade Frequency Restrictions
JPMorgan Liquidity Fund	Short term cash investments	90 day U.S. treasury bill	None
JPMorgan Intermediate Bond Fund	Diversified bond fund	Barclays Capital Intermediate Aggregate Index	None
JPMorgan SmartRetirement 2010 Fund	Diversified target date fund	S&P Target Date 2010 Index	30 day Buy Back
JPMorgan SmartRetirement 2015 Fund	Diversified target date fund	S&P Target Date 2015 Index	30 day Buy Back
JPMorgan SmartRetirement 2020 Fund	Diversified target date fund	S&P Target Date 2020 Index	30 day Buy Back
JPMorgan SmartRetirement 2030 Fund	Diversified target date fund	S&P Target Date 2030 Index	30 day Buy Back
JPMorgan SmartRetirement 2040 Fund	Diversified target date fund	S&P Target Date 2040 Index	30 day Buy Back
Lazard Emerging Markets	Emerging markets investments	MSCI Emerging Markets GD	30 day Buy Back
NT Collective Bond Index Fund Non Lending	Multi Sector Income Fund	Barclays Capital Aggregate Bond Index	30 day Buy Back
NT Collective EAFE Index Fund Non Lending	International Multi-Cap Core	MSCI EAFE Index	30 day Buy Back
NT Collective Russell 1000 Growth Fund	Large-Cap Growth Fund	Russell 1000 Growth Index	30 day Buy Back
NT S&P 500 Index Fund Non Lending	S&P 500 Index Fund	S&P 500 Index	30 day Buy Back

There are no unfunded commitments related to these funds as of December 31, 2011 or 2010.

Level 3 Gains and Losses

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 investment assets for the years ended December 31, 2011 and 2010:

	Wrapper Contracts
Balance at January 1, 2011	\$ 1,809
Unrealized gains/losses	(1,211)
Purchases	-
Sales	-
Issuances and settlements	-
Balance at December 31, 2011	<u>\$ 598</u>

	Wrapper Contracts
Balance at January 1, 2010	\$ -
Unrealized gains/losses	1,809
Purchases	-
Sales	-
Issuances and settlements	-
Balance at December 31, 2010	<u>\$ 1,809</u>

Bosch Rexroth Corporation Mecman Division, Lexington Facility
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Gains and losses, realized and unrealized, included in changes in net assets for the periods above are not reported in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits because those financial statements are reported at contract value as discussed in Note 2.

5. Tax Status

The Internal Revenue Service has determined and informed the Company in a letter dated March 15, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Code. 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 is currently being operated in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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 positions taken or expected to be taken that would require recognition of a liability 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 that the Plan is generally no longer subject to income tax examinations for plan years beginning prior to January 1, 2008.

6. Party-in-Interest Transactions

Notes receivable from participants qualify as exempt party-in-interest transactions.

7. 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 at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

8. Subsequent Events

The Plan has evaluated the events and transactions that have occurred through October 10, 2012, the date the financial statements were available to be issued, and concluded there were no subsequent events to recognize or disclose.

Supplemental Schedule

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

Schedule I

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	Bosch Stable Value Fund Guaranteed Investment Contracts			
	JPMorgan Liquidity Fund	Collective trust	***	\$ 85,943
	JPMorgan Intermediate Bond Fund	Collective trust	***	733,292
	AIG Financial Products	Open ended maturity wrapper contract	***	299
	Royal Bank of Canada	Open ended maturity wrapper contract	***	-
	State Street Bank	Open ended maturity wrapper contract	***	299
				<u>819,833</u> **
	Dodge & Cox Stock Fund	Mutual fund	***	78,449
	Lazard Emerging Market Fund	Collective trust	***	49,520
	JP Morgan SmartRetirement 2010 Fund C Class	Collective trust	***	116,316
	JP Morgan SmartRetirement 2015 Fund C Class	Collective trust	***	83,649
	JP Morgan SmartRetirement 2020 Fund C Class	Collective trust	***	93,580
	JP Morgan SmartRetirement 2030 Fund C Class	Collective trust	***	59,016
	JP Morgan SmartRetirement 2040 Fund C Class	Collective trust	***	88,967
	NT Collective Bond Index Non Lending	Collective trust	***	76,312
	NT Collective EAFE Index Non Lending	Collective trust	***	226,923
	NT Collective Russell 1000 Growth	Collective trust	***	379,673
	NT S&P 500 Index Fund Non Lending	Collective trust	***	106,379
	JP Morgan Small Cap Equity Fund R5	Mutual fund	***	161,785
*	Loans to participants	Interest rates are 4.25%	***	<u>70,446</u>
				<u>\$ 2,410,848</u>

* Indicates a party in interest to the Plan.

** The Bosch Stable Value Fund has a contract value of \$816,604 and a fair value (not certified) of \$819,833.

*** Cost information has been omitted as all investments are participant directed.

This schedule was derived from information certified as complete and accurate by Mercer Trust Company.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY **FIN: 401K** 1687400
Plan Sponsor's Name BOSCH REXROTH CORPORATION **PN:** 012

(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
	J.P. MORGAN SMARTRET 2010 C	COMMON/COLLECTIVE TRUST		116,316
	J.P. MORGAN SMARTRET 2015 C	COMMON/COLLECTIVE TRUST		83,649
	J.P. MORGAN SMARTRET 2020 C	COMMON/COLLECTIVE TRUST		93,580
	J.P. MORGAN SMARTRET 2030 C	COMMON/COLLECTIVE TRUST		59,016
	J.P. MORGAN SMARTRET 2040 C	COMMON/COLLECTIVE TRUST		88,967
	NORTHERN TRUST COLLE BOND	COMMON/COLLECTIVE TRUST		76,312
	NORTHERN TRUST COLLE EAFE	COMMON/COLLECTIVE TRUST		226,923

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY **FIN:** 401K1687400
Plan Sponsor's Name BOSCH REXROTH CORPORATION **PN:** 012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DODGE & COX STOCK FUND	MUTUAL FUND		78,449
	NORTHERN TRUST COLL RUSSEL	COMMON/COLLECTIVE TRUST		379,673
	NORTHERN TRUST S & P 500	COMMON/COLLECTIVE TRUST		106,379
	JP MORGAN SMALL CAPA EQUITY	MUTUAL FUND		161,785
	LAZARD EMERGING MARKETS	COMMON/COLLECTIVE TRUST		49,520
	J.P. MORGAN STABLE VALUE	COMMON/COLLECTIVE TRUST		816,604
	LOAN FUND	PARTICIPANT LOANS		70,446