

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;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN</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; include room or suite number (employer, if for a single-employer plan)	2b Employer Identification Number (EIN) <u>61-1462969</u>		
<u>ZF GROUP NORTH AMERICAN OPERATIONS</u>	2c Sponsor's telephone number <u>734-207-2843</u>		
<u>15811 CENTENNIAL DRIVE</u> <u>NORTHVILLE, MI 48168</u>	<u>15811 CENTENNIAL DRIVE</u> <u>NORTHVILLE, MI 48168</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	Filed with authorized/valid electronic signature.	10/14/2013	CONNIE RIGHTMER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	CONNIE RIGHTMER
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address 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
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
5 Total number of participants at the beginning of the plan year		5 4650
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	4342
b Retired or separated participants receiving benefits.....	6b	29
c Other retired or separated participants entitled to future benefits.....	6c	1091
d Subtotal. Add lines 6a , 6b , and 6c	6d	5462
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	28
f Total. Add lines 6d and 6e	6f	5490
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	5256
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	44
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>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
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	58892	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	21849	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
(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.	
ABF SM CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	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 INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX BALANCED - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX STOCK - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARTFORD SMALL CO Y - HARTFORD ADMI 41-0679409	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP BLUE CHIP GRTH - T. ROWE PRICE 52-2269240	0.15%	
(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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE 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 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: MIP CL 1					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8327153	
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)	

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

Schedule D (Form 5500) 2012 v. 120126

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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF GROUP NORTH AMERICAN OPERATIONS		D Employer Identification Number (EIN) 61-1462969

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	1479
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6975561	8336612
(2) Participant contributions	1b(2)	278645	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	21929966	24726220
(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)	2473162	2625527
(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)	6570149	7466012
(9) Value of interest in common/collective trusts.....	1c(9)	8249585	8327153
(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)	149906070	181409666
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	7772

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	196383138	232900441

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	44
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	44

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	196383138	232900397
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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)	14843685	
(B) Participants	2a(1)(B)	11772981	
(C) Others (including rollovers)	2a(1)(C)	1466543	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28083209
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2292	
(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)	312817	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		315109
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	85030	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5763381	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5848411
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2832232	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2669539	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		162693
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-6672	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-6672

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		133395
(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)		16551860
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		51088005

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14463074	
(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)		14463074
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		30716
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)	21849	
(4) Other	2i(4)	55107	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		76956
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14570746

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		36517259
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: CLARK, SCHAEFER, HACKETT & CO.

(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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?

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

INDEPENDENT AUDITORS' REPORT

Plan Administrator
ZF North America, Inc. 401(k) & Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ZF North America, Inc. 401(k) & Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

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cincinnati, oh 45202

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f. 513.241.1212

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

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's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 30, 2013

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	ABBOTT LABORATORIES	Common Stock	**	\$ 7,149
	ACTIVISION BLIZZARD INC	Common Stock	**	3,717
	ADVANCED MICRO DEVICES INC	Common Stock	**	1,200
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	6,579
	AFLAC INC	Common Stock	**	24,550
	AGNICO EAGLE MINES LTD	Common Stock	**	5,246
	AKTIEBOLAGET ELECTROLUX	Common Stock	**	2,621
	ALCATEL SA	Common Stock	**	10,444
	ALCOA INC	Common Stock	**	4,384
	ALLIANCE FIBER OPTIC PRODS INC	Common Stock	**	12,020
	ALLSCRIPTS HEALTHCAR E SOLUTIONS INC	Common Stock	**	1,884
	ALPHA NAT RES INC	Common Stock	**	6,396
	ALTRIA GROUP INC	Common Stock	**	85,730
	AMBASSADORS GROUP INC	Common Stock	**	17,892
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	4,480
	AMR CORP	Common Stock	**	795
	APACHE CORP	Common Stock	**	8,013
	APOLLO INVT CORP	Common Stock	**	2,090
	APPLE COMPUTER INC	Common Stock	**	158,535
	APPLIED MATERIALS INC	Common Stock	**	3,587
	ARCH COAL INC	Common Stock	**	2,342
	ARCHER DANIELS MIDLAND	Common Stock	**	8,131
	ARCOS DORADOS HOLDINGS INC	Common Stock	**	23,920
	ASSURED GUARANTY LTD	Common Stock	**	12,096
	AT&T INC	Common Stock	**	172,457
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	3,678
	AVISTA CORP	Common Stock	**	4,150
	BAE SYS PLC	Common Stock	**	3,286
	BALLARD PWR SYS INC	Common Stock	**	122
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	21,560
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	8,034
	BANK OF AMERICA CORP	Common Stock	**	29,187
	BAYER AG	Common Stock	**	4,739
	BCE INC	Common Stock	**	2,321
	BEBE STORES INC	Common Stock	**	3,000
	BERKSHIRE HATHAWAY INC	Common Stock	**	26,910
	BLUFOREST INC	Common Stock	**	1
	BOEING CO	Common Stock	**	3,954
	BP PLC	Common Stock	**	120,421
	BRISTOL MYERS SQUIBB	Common Stock	**	3,259
	BRUNSWICK CORP	Common Stock	**	33,694
	BUFFALO WILD WINGS INC	Common Stock	**	10,195
	CANADIAN NATL RY CO	Common Stock	**	2,398
	CARDINAL HEALTH INC	Common Stock	**	6,511
	CELL THERAPEUTICS INC	Common Stock	**	3
	CEMEX S A	Common Stock	**	11,528
	CENTURYTEL INC	Common Stock	**	313
	CHANGYOU COM LTD	Common Stock	**	2,209
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	3,355
	CHEVRONTXACO CORP	Common Stock	**	2,235

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CHINA INTEGRATED ENERGY INC	Common Stock	**	45
	CHINA TECHFAITH WIRELESS	Common Stock	**	58,251
	CISCO SYS INC	Common Stock	**	4,225
	CITIGROUP INC	Common Stock	**	16,410
	CLEAN ENERGY FUELS CORP	Common Stock	**	17,866
	CLEAN PWR CONCEPTS INC	Common Stock	**	5
	COCA COLA CO	Common Stock	**	21,114
	CONAGRA FOODS INC	Common Stock	**	3,032
	CONSOLIDATED EDISON HLDG CO INC	Common Stock	**	3,631
	CORNING INC	Common Stock	**	6,500
	CUBA BEVERAGE CO	Common Stock	**	40
	CVS CORP	Common Stock	**	16,923
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	7,588
	DEAN FOODS CO	Common Stock	**	4,953
	DELL INC	Common Stock	**	10,140
	DEUTSCHE TELEKOM A G	Common Stock	**	2,266
	DIANA CONTAINERSHIPS INC	Common Stock	**	36
	DIANA SHIPPING INC	Common Stock	**	1,460
	DIGI INTL INC	Common Stock	**	4,328
	DIGITAL DEV GROUP CORP	Common Stock	**	22
	DIREXION	Common Stock	**	151
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	5,331
	DOMINION RESOURCES INC	Common Stock	**	2,590
	DRAGON POLYMERS INC	Common Stock	**	19
	DRYSHIPS INC	Common Stock	**	4,227
	DUKE ENERGY CORP	Common Stock	**	144,752
	DUOYUAN PRTG INC	Common Stock	**	35
	E ON AG	Common Stock	**	1,858
	EARTH DRAGON RES INC	Common Stock	**	2
	EATON CORP PLC	Common Stock	**	8,554
	E-COMMERCE CHINA DANGDANG INC	Common Stock	**	830
	ENZON INC	Common Stock	**	22,859
	EVERGREEN ENERGY INC	Common Stock	**	32
	EXELIXIS INC	Common Stock	**	30,162
	EXELON CORP	Common Stock	**	4,997
	EXFO INC	Common Stock	**	1,522
	EXIDE TECHNOLOGIES	Common Stock	**	1,430
	EXXON MOBIL CORP	Common Stock	**	40,877
	FACEBOOK INC	Common Stock	**	65,751
	FANNIE MAE	Common Stock	**	255
	FORD MTR CO	Common Stock	**	135,977
	FORTESCUE METAL GRP LTD	Common Stock	**	3,487
	FREDDIE MAC	Common Stock	**	263
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	22,238
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	8,969
	FRONTLINE LTD	Common Stock	**	2,934
	FUELCELL ENERGY INC	Common Stock	**	459
	GENERAL DYNAMICS	Common Stock	**	2,568
	GENERAL ELECTRIC CO	Common Stock	**	17,877
	GENERAL MILLS INC	Common Stock	**	4,483
	GENERAL STEEL HLDGS INC	Common Stock	**	2,277

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	GENOMIC HEALTH INC	Common Stock	**	13,620
	GENUINE PARTS CO	Common Stock	**	65,429
	GERDAU SA	Common Stock	**	1,377
	GLADSTONE CAP CORP	Common Stock	**	1,599
	GLOBAL HEALTH VOYAGER INC	Common Stock	**	3
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	1,166
	GOLDEN STAR RES LTD	Common Stock	**	552
	GRAND CAP VENTURES INC	Common Stock	**	2
	GREAT WALL BLDRS LTD	Common Stock	**	3
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	964
	GREEN MTN COFFEE INC	Common Stock	**	661
	GREENE CONCEPTS INC	Common Stock	**	145
	HEALTHSOUTH CORP	Common Stock	**	1,267
	HECKMANN CORP	Common Stock	**	806
	HEMISPERIX BIOPARMA INC	Common Stock	**	377
	HIGHLINE TECHNICAL INNOVATIONS INC	Common Stock	**	1,260
	IMMERSION CORP	Common Stock	**	6,870
	INFINERA CORP	Common Stock	**	55,486
	INTEL CORP	Common Stock	**	62,231
	J P MORGAN CHASE & CO	Common Stock	**	2,233
	JAMMIN JAVA CORP	Common Stock	**	16
	JOHNSON & JOHNSON	Common Stock	**	15,800
	JONES SODA CO	Common Stock	**	900
	KELLOGG COMPANY	Common Stock	**	13,963
	KIMBERLY CLARK CORP	Common Stock	**	13,366
	KRAFT FOODS GROUP INC	Common Stock	**	7,775
	KRAIG BIOCRAFT LABORATORIES INC	Common Stock	**	95
	LANDEC CORP	Common Stock	**	9,510
	LEAP WIRELESS INTL INC	Common Stock	**	798
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	69
	LILLY ELI & CO	Common Stock	**	3,801
	LSI LOGIC CORP	Common Stock	**	28
	MARATHON OIL CORP	Common Stock	**	1,874
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	1,190
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	1,501
	MARRIOTT INTL INC	Common Stock	**	1,383
	MARRIOTT VACATIONS WORLDWIDE CORP	Common Stock	**	125
	MCDONALDS CORP	Common Stock	**	10,599
	MCG CAPITAL CORP	Common Stock	**	237
	MEMC ELECTRONICS MATERIALS INC	Common Stock	**	803
	MERCK & CO INC	Common Stock	**	8,547
	MERITOR INC	Common Stock	**	40,205
	MICROSOFT CORP	Common Stock	**	12,070
	MOLYCORP INC	Common Stock	**	944
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	23,580
	MONDELEZ INTL INC	Common Stock	**	13,060
	MOTRICITY INC	Common Stock	**	82
	MPHASE TECHNOLOGIES INC	Common Stock	**	20
	MV OIL TR UNITS	Common Stock	**	2,064
	NAVISTAR INTL CORP	Common Stock	**	82,726
	NESTLE S A	Common Stock	**	3,256

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	NET SVGS LINK INC	Common Stock	**	1
	NEXT 1 INTERACTIVE INC	Common Stock	**	1
	NOBLE CORPORATION	Common Stock	**	20,892
	NOKIA CORP	Common Stock	**	1,809
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	11,165
	NORTH SPRINGS RESOURCES CORP	Common Stock	**	10
	NOVARTIS AG	Common Stock	**	3,287
	NOVATION HLDGS INC	Common Stock	**	1
	NUCOR CORP	Common Stock	**	29,027
	OCEAN RIG UDW INC	Common Stock	**	343
	OCLARO INC	Common Stock	**	27
	OILSANDS QUEST INC	Common Stock	**	9
	ON SEMICONDUCTOR CRP	Common Stock	**	1,410
	ORACLE CORPORATION	Common Stock	**	1,666
	ORYON TECHNOLOGIES INC	Common Stock	**	190
	PARABEL INC	Common Stock	**	174
	PARAMOUNT GOLD MNG CORP	Common Stock	**	8,231
	PARK STERLING CORP	Common Stock	**	915
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	2,046
	PFIZER INC	Common Stock	**	22,448
	PHILIP MORRIS INTL INC	Common Stock	**	57,526
	PORTAGE RES INC	Common Stock	**	1
	POWERSHARES QQQ	Common Stock	**	6,513
	PUDA COAL INC	Common Stock	**	8
	QUALCOMM INC	Common Stock	**	12,421
	QUANTUM INTL CORP	Common Stock	**	112
	RAMBUS INC	Common Stock	**	487
	REGENOCELL THERAPEUTICS INC	Common Stock	**	1
	RESEARCH IN MOTION LTD	Common Stock	**	1,187
	SCHLUMBERGER LIMITED	Common Stock	**	7,223
	SEAGATE TECHNOLOGY PLC	Common Stock	**	4,867
	SHIP FINANCE INTERNATIONAL	Common Stock	**	975
	SIGMA LABS INC	Common Stock	**	138
	SIRIUS XM RADIO INC	Common Stock	**	8,415
	SKY PWR SOLUTIONS CORP	Common Stock	**	1
	SOUTHERN CO	Common Stock	**	113,916
	SOUTHERN COPPER CORP	Common Stock	**	3,803
	SOUTHERN HOME MED EQUIP INC	Common Stock	**	120
	SOUTHWEST AIRLNS CO	Common Stock	**	12,296
	SPECTRA ENERGY CORP	Common Stock	**	1,369
	SPRINT CORP	Common Stock	**	714
	STEMCELLS INC	Common Stock	**	738
	STEVIA CORP	Common Stock	**	53
	SUNPEAKS VENTURES INC	Common Stock	**	30
	SUPERVALU INC	Common Stock	**	15
	SYNOVUS FINL CORP	Common Stock	**	497
	SYSCO CORP	Common Stock	**	3,315
	TAGLIKEME CORP	Common Stock	**	33
	TANDY LEATHER FACTORY INC	Common Stock	**	1,656
	TEJON RANCH CO	Common Stock	**	11,232
	TELEFONICA S A	Common Stock	**	2,171

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	TEXAS INSTRUMENTS INC	Common Stock	**	3,195
	THESTREET.COM INC	Common Stock	**	835
	THOMPSON CREEK METALS CO INC	Common Stock	**	1,038
	TOTAL FINA ELF S A	Common Stock	**	13,147
	TOTAL SYS SVCS INC	Common Stock	**	21,420
	ULTRA PETROLEUM CORP	Common Stock	**	1,813
	UNILEVER N V	Common Stock	**	4,048
	UNITED ONLINE INC	Common Stock	**	5,590
	UNITED STATES STEEL CORP	Common Stock	**	19,080
	URANIUM RES INC	Common Stock	**	261
	VANGUARD INDEX	Common Stock	**	20,907
	VANTAGE DRILLING COMPANY	Common Stock	**	732
	VICAL INC	Common Stock	**	582
	VODAFONE GROUP PLC	Common Stock	**	2,943
	WATER TECHNOLOGIES INTL INC	Common Stock	**	1
	WELLS FARGO & CO	Common Stock	**	479
	WHIRLPOOL CORP	Common Stock	**	10,025
	WILD BRUSH ENERGY INC	Common Stock	**	16
	WINDSTREAM CORP	Common Stock	**	482
	WISDOMTREE	Common Stock	**	3,627
	WMI HLDGS CORP	Common Stock	**	28
	WYNN RESORTS LTD	Common Stock	**	37,445
	XEROX CORP	Common Stock	**	897
	YAHOO INC	Common Stock	**	19,900
	YAMANA GOLD INC	Common Stock	**	1,736
	YUM! BRANDS INC	Common Stock	**	3,447
	ZHONE TECHNOLOGIES INC	Common Stock	**	8
		Total Common Stocks		<u>2,625,527</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	<u>8,327,153</u>
*	FIDELITY CASH RESERVES	Money Market	**	1,362,943
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,866
*	FIDELITY RETIREMENT MONEY MKT	Money Market	**	<u>23,305,411</u>
		Total Money Market Funds		<u>24,726,220</u>
	ABF SM CAP VAL INV	Mutual Fund	**	4,433,851
	AMERICAN CENTURY GROWTH	Mutual Fund	**	47,780
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	7,918
	ANWORTH MTG ASSET CORP	Mutual Fund	**	1,850
	ARTIO INTERNATIONAL EQUITY FUND II CL A	Mutual Fund	**	39,404
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	6,854
	BUFFALO MID CAP FUND	Mutual Fund	**	31,498
	CAPSTEAD MTG CORP COM	Mutual Fund	**	3,131
	CEDAR FAIR L P DEP UNIT	Mutual Fund	**	3,770
	CENTURY SMALL CAP SELECT INVESTOR	Mutual Fund	**	11,180
	CHIMERA INVT CORP COM	Mutual Fund	**	2,529
	DODGE & COX BALANCED	Mutual Fund	**	2,809,682
	DODGE & COX STOCK	Mutual Fund	**	2,167,876

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	DYNAMIC US GROWTH FUND CLASS I	Mutual Fund	**	32,146
*	FIDELITY CAPITAL & INCOME	Mutual Fund	**	5,046,911
*	FIDELITY DIVERSIFIED INTL K	Mutual Fund	**	12,046,407
*	FIDELITY FREEDOM K 2000	Mutual Fund	**	747,839
*	FIDELITY FREEDOM K 2010	Mutual Fund	**	4,409,286
*	FIDELITY FREEDOM K 2020	Mutual Fund	**	17,083,149
*	FIDELITY FREEDOM K 2030	Mutual Fund	**	21,417,087
*	FIDELITY FREEDOM K 2040	Mutual Fund	**	10,086,981
*	FIDELITY FREEDOM K 2050	Mutual Fund	**	4,563,206
*	FIDELITY FREEDOM K INCOME	Mutual Fund	**	712,114
*	FIDELITY MID CAP STOCK K	Mutual Fund	**	7,684,349
*	FIDELITY OTC PORTFOLIO K	Mutual Fund	**	16,903,516
*	FIDELITY REAL ESTATE INVS	Mutual Fund	**	6,340,813
*	FIDELITY CONTRAFUND	Mutual Fund	**	27,247
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	27,075
*	FIDELITY LOW PR STK K	Mutual Fund	**	9,604,689
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,479
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	38,645
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	40,279
	HARTFORD SMALL CO Y	Mutual Fund	**	2,803,451
	JANUS SHORT TERM BOND	Mutual Fund	**	147,948
	KALMAR GROWTH WITH VALUE SMALL CAP FD	Mutual Fund	**	35,402
	KINDER MORGAN ENERGY PARTNERS L P	Mutual Fund	**	5,914
	LAUDUS GROWTH INVT US LARGE CAP GRWTH	Mutual Fund	**	51,252
	MANNING & NAPIER WORLD OPPT SER CL A	Mutual Fund	**	49,365
	MATTHEWS PACIFIC TIGER FUND	Mutual Fund	**	20,419
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	42,931
	MFS VALUE R3	Mutual Fund	**	8,455,741
	MOTLEY FOOL GREAT AMERICAN FUND	Mutual Fund	**	7,787
	MOTLEY FOOL INDEPENDENCE FD	Mutual Fund	**	6,382
	NAVIOS MARITIME PARTNERS LP UNIT LTD	Mutual Fund	**	51,906
	PIMCO TOT RETURN ADM	Mutual Fund	**	13,838,806
	PIMCO TOTAL RETURN CLASS D	Mutual Fund	**	59,476
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	10,496
	RIDGEWORTH INTERMED BOND CL I	Mutual Fund	**	58
	RIDGEWORTH US GOVT SEC ULTRA SHT BOND I	Mutual Fund	**	73,372
	SCOUT INTERNATIONAL	Mutual Fund	**	50,079
*	SPARTAN 500 INDEX K	Mutual Fund	**	17,666,568
*	SPARTAN INTL INDEX	Mutual Fund	**	2,487,780
	TRP BLUE CHIP GRTH	Mutual Fund	**	6,741,796
	VANG INFL PROT SEC	Mutual Fund	**	1,958,543
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	60,009
	VANGUARD BOND INDEX SHORT TERM	Mutual Fund	**	92,718
	VANGUARD ENERGY	Mutual Fund	**	52,581
	VANGUARD EQUITY INCOME	Mutual Fund	**	84,913
	VANGUARD HEALTH CARE	Mutual Fund	**	15,161
	VANGUARD MORGAN GROWTH	Mutual Fund	**	50,786
	VANGUARD WELLINGTON FUND	Mutual Fund	**	13,839
	WILLISTON BASIN/MID NORTH AMERICA STK FD	Mutual Fund	**	29,084
	YACKTMAN FOCUSED SERVICE CLASS	Mutual Fund	**	60,562
	Total Mutual Funds			<u>181,409,666</u>

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	CALL (AAPL) APPLE INC	Other	**	640
	CALL (BAC) BANK OF AMERICA	Other	**	750
	CALL (BAC) BANK OF AMERICA	Other	**	1,620
	CALL (BIDU) BAIDU INC SPONS ADS	Other	**	1,620
	CALL (FB) FACEBOOK INC COM	Other	**	680
	CALL (NOK) NOKIA OYJ ADR EACH	Other	**	190
	CALL (QCOM) QUALCOMM INC	Other	**	152
	CALL (QCOM) QUALCOMM INC	Other	**	1,220
	CALL (YHOO) YAHOO INC	Other	**	195
	PUT (AAPL) APPLE INC	Other	**	120
	PUT (AAPL) APPLE INC	Other	**	585
		Total Other		<u>7,772</u>
*	PARTICIPANT LOANS	Various maturities (3.64% - 10.50%)	\$ -	<u>7,466,012</u>
				<u>\$ 224,562,350</u>

* Investment with party-in-interest to the Plan

ZF North America, Inc. 401(k) & Retirement Plan

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(with Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
ZF North America, Inc. 401(k) & Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ZF North America, Inc. 401(k) & Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

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's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 30, 2013

ZF North America, Inc. 401(k) & Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Noninterest-bearing cash	\$ <u>1,479</u>	<u>-</u>
Investments, at fair value:		
Mutual funds	181,409,666	149,906,070
Common/collective trust	8,327,153	8,249,585
Money market funds	24,726,220	21,929,966
Common stocks	2,625,527	2,473,162
Other	<u>7,772</u>	<u>-</u>
	<u>217,096,338</u>	<u>182,558,783</u>
Receivables:		
Employer contributions	8,336,612	6,975,561
Participant contributions	-	278,645
Notes receivable from participants	<u>7,753,164</u>	<u>6,773,768</u>
	<u>16,089,776</u>	<u>14,027,974</u>
Total assets	<u>233,187,593</u>	<u>196,586,757</u>
Liabilities:		
Other liabilities	<u>44</u>	<u>-</u>
Net assets available for benefits, at fair value	233,187,549	196,586,757
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(238,301)</u>	<u>(203,467)</u>
Net assets available for benefits	\$ <u><u>232,949,248</u></u>	<u><u>196,383,290</u></u>

See accompanying notes to the financial statements.

ZF North America, Inc. 401(k) & Retirement Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions:

Net appreciation in fair value of investments	\$ 16,829,909
Interest and dividend income	5,827,236
Interest income on notes receivable from participants	<u>393,773</u>
	<u>23,050,918</u>

Contributions:

Employer	14,843,685
Participants	11,772,981
Rollovers	<u>1,466,543</u>
	<u>28,083,209</u>

Total additions	<u>51,134,127</u>
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Deductions:

Benefit payments	14,491,213
Administrative expenses	<u>76,956</u>

Total deductions	<u>14,568,169</u>
------------------	-------------------

Net increase	36,565,958
--------------	------------

Net assets available for benefits:

Beginning of year	<u>196,383,290</u>
End of year	\$ <u><u>232,949,248</u></u>

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

The following description of the ZF North America, Inc. 401(k) & Retirement Plan ("Plan"), formerly the ZF Group North American Operations and Affiliated Companies 401(k) & Retirement 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 North America, 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 are automatically enrolled in the Plan as soon as administratively feasible following employment with the Company. 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 2012 and 2011 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 2012 or 2011.

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 discretionary 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, 2012 and 2011 forfeited nonvested accounts totaled \$212,403 and \$91,078, respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions or Plan expenses. During 2012, forfeitures of \$79,627 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 appreciation 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. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. If the Company does not pay such expenses, the trustee shall pay them from the Plan assets as permitted by the plan document. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent events

The Plan has evaluated subsequent events through September 30, 2013, 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's 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, 2012 and 2011, the supplemental schedule of assets (held at end of year) as of December 31, 2012, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

4. INVESTMENTS:

Investments at fair value that represent 5% or more of Plan net assets available for benefits at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Fidelity Retirement Money Mkt	\$ 23,305,411	21,058,722
Fidelity Freedom K 2030	21,417,087	16,502,087
Spartan 500 Index K	17,666,568	15,666,410
Fidelity Freedom K 2020	17,083,149	13,881,285
Fidelity OTC Portfolio K	16,903,516	15,927,075
PIMCO Tot Return ADM	13,838,806	11,893,508
Fidelity Diversified Intl K	12,046,407	9,898,824

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds and money market funds	\$ 16,661,362
Common stocks	<u>168,547</u>
	\$ <u>16,829,909</u>

5. FAIR VALUE MEASUREMENTS:

The framework for measuring fair value 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, 2012 and 2011.

Mutual funds and money market funds: Valued at the daily closing price as reported by the fund. Funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transact at that price. The funds held by the Plan are deemed to be actively traded.

Common/collective trust: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

ZF North America, Inc. 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2012 and 2011

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, 2012</u>				
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 27,016,828	27,016,828	-	-
Blended funds	110,522,829	110,522,829	-	-
Intermediate bond funds	14,033,989	14,033,989	-	-
Value funds	27,524,323	27,524,323	-	-
Inflation protected bonds	1,985,618	1,985,618	-	-
Short-term bonds	221,320	221,320	-	-
Unclassified	<u>104,759</u>	<u>104,759</u>	<u>-</u>	<u>-</u>
Total mutual funds	<u>181,409,666</u>	<u>181,409,666</u>	<u>-</u>	<u>-</u>
Money market funds	<u>24,726,220</u>	<u>24,726,220</u>	<u>-</u>	<u>-</u>
Common/collective trust:				
Managed income	<u>8,327,153</u>	<u>-</u>	<u>8,327,153</u>	<u>-</u>
Common stocks:				
Business services	132,250	132,250	-	-
Consumer goods	451,882	451,882	-	-
Consumer services	202,522	202,522	-	-
Energy	227,116	227,116	-	-
Financial services	149,312	149,312	-	-
Hardware	265,190	265,190	-	-
Healthcare services	170,971	170,971	-	-
Industrial materials	353,867	353,867	-	-
Media	13,747	13,747	-	-
Software	15,945	15,945	-	-
Telecommunications	428,885	428,885	-	-
Utilities	129,289	129,289	-	-
Unclassified	<u>84,551</u>	<u>84,551</u>	<u>-</u>	<u>-</u>
Total common stock	<u>2,625,527</u>	<u>2,625,527</u>	<u>-</u>	<u>-</u>
Other	<u>7,772</u>	<u>-</u>	<u>7,772</u>	<u>-</u>
Total investments at fair value	\$ <u>217,096,338</u>	<u>208,761,413</u>	<u>8,334,925</u>	<u>-</u>

ZF North America, Inc. 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2012 and 2011

Fair Value Measurements at December 31, 2011

	<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	<u>149,906,070</u>	<u>149,906,070</u>	<u>-</u>	<u>-</u>
Money market funds	<u>21,929,966</u>	<u>21,929,966</u>	<u>-</u>	<u>-</u>
Common/collective trust:				
Managed income	<u>8,249,585</u>	<u>-</u>	<u>8,249,585</u>	<u>-</u>
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>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011:

<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$8,327,153	n/a	Daily	Daily
<u>December 31, 2011</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$8,249,585	n/a	Daily	Daily

6. RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS:

Certain Plan investments are shares of money market funds, mutual funds, and a common/collective trust managed by Fidelity Management Trust Company, the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing.

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 October 4, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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 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 2009.

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, 2012 and 2011 to Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements, at contract value	\$ 232,949,248	196,383,290
Adjustment to fair value	238,301	203,467
Less: Loans deemed distributed in 2012 and 2011 not on 5500	<u>(287,152)</u>	<u>(203,619)</u>
Net assets available for benefits per Schedule H of Form 5500	\$ <u>232,900,397</u>	<u>196,383,138</u>
 Net increase in net assets per financial statements	 \$ 36,565,958	
Plus: Loans deemed distributed in 2011 not on 5500	203,619	
Less: Loans deemed distributed in 2012 not on 5500	(287,152)	
Net adjustment to fair value	<u>34,834</u>	
Net increase in net assets per Form 5500	\$ <u>36,517,259</u>	

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	ABBOTT LABORATORIES	Common Stock	**	\$ 7,149
	ACTIVISION BLIZZARD INC	Common Stock	**	3,717
	ADVANCED MICRO DEVICES INC	Common Stock	**	1,200
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	6,579
	AFLAC INC	Common Stock	**	24,550
	AGNICO EAGLE MINES LTD	Common Stock	**	5,246
	AKTIEBOLAGET ELECTROLUX	Common Stock	**	2,621
	ALCATEL SA	Common Stock	**	10,444
	ALCOA INC	Common Stock	**	4,384
	ALLIANCE FIBER OPTIC PRODS INC	Common Stock	**	12,020
	ALLSCRIPTS HEALTHCAR E SOLUTIONS INC	Common Stock	**	1,884
	ALPHA NAT RES INC	Common Stock	**	6,396
	ALTRIA GROUP INC	Common Stock	**	85,730
	AMBASSADORS GROUP INC	Common Stock	**	17,892
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	4,480
	AMR CORP	Common Stock	**	795
	APACHE CORP	Common Stock	**	8,013
	APOLLO INVT CORP	Common Stock	**	2,090
	APPLE COMPUTER INC	Common Stock	**	158,535
	APPLIED MATERIALS INC	Common Stock	**	3,587
	ARCH COAL INC	Common Stock	**	2,342
	ARCHER DANIELS MIDLAND	Common Stock	**	8,131
	ARCOS DORADOS HOLDINGS INC	Common Stock	**	23,920
	ASSURED GUARANTY LTD	Common Stock	**	12,096
	AT&T INC	Common Stock	**	172,457
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	3,678
	AVISTA CORP	Common Stock	**	4,150
	BAE SYS PLC	Common Stock	**	3,286
	BALLARD PWR SYS INC	Common Stock	**	122
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	21,560
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	8,034
	BANK OF AMERICA CORP	Common Stock	**	29,187
	BAYER AG	Common Stock	**	4,739
	BCE INC	Common Stock	**	2,321
	BEBE STORES INC	Common Stock	**	3,000
	BERKSHIRE HATHAWAY INC	Common Stock	**	26,910
	BLUFOREST INC	Common Stock	**	1
	BOEING CO	Common Stock	**	3,954
	BP PLC	Common Stock	**	120,421
	BRISTOL MYERS SQUIBB	Common Stock	**	3,259
	BRUNSWICK CORP	Common Stock	**	33,694
	BUFFALO WILD WINGS INC	Common Stock	**	10,195
	CANADIAN NATL RY CO	Common Stock	**	2,398
	CARDINAL HEALTH INC	Common Stock	**	6,511
	CELL THERAPEUTICS INC	Common Stock	**	3
	CEMEX S A	Common Stock	**	11,528
	CENTURYTEL INC	Common Stock	**	313
	CHANGYOU COM LTD	Common Stock	**	2,209
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	3,355
	CHEVRONTXACO CORP	Common Stock	**	2,235

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CHINA INTEGRATED ENERGY INC	Common Stock	**	45
	CHINA TECHFAITH WIRELESS	Common Stock	**	58,251
	CISCO SYS INC	Common Stock	**	4,225
	CITIGROUP INC	Common Stock	**	16,410
	CLEAN ENERGY FUELS CORP	Common Stock	**	17,866
	CLEAN PWR CONCEPTS INC	Common Stock	**	5
	COCA COLA CO	Common Stock	**	21,114
	CONAGRA FOODS INC	Common Stock	**	3,032
	CONSOLIDATED EDISON HLDG CO INC	Common Stock	**	3,631
	CORNING INC	Common Stock	**	6,500
	CUBA BEVERAGE CO	Common Stock	**	40
	CVS CORP	Common Stock	**	16,923
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	7,588
	DEAN FOODS CO	Common Stock	**	4,953
	DELL INC	Common Stock	**	10,140
	DEUTSCHE TELEKOM A G	Common Stock	**	2,266
	DIANA CONTAINERSHIPS INC	Common Stock	**	36
	DIANA SHIPPING INC	Common Stock	**	1,460
	DIGI INTL INC	Common Stock	**	4,328
	DIGITAL DEV GROUP CORP	Common Stock	**	22
	DIREXION	Common Stock	**	151
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	5,331
	DOMINION RESOURCES INC	Common Stock	**	2,590
	DRAGON POLYMERS INC	Common Stock	**	19
	DRYSHIPS INC	Common Stock	**	4,227
	DUKE ENERGY CORP	Common Stock	**	144,752
	DUOYUAN PRTG INC	Common Stock	**	35
	E ON AG	Common Stock	**	1,858
	EARTH DRAGON RES INC	Common Stock	**	2
	EATON CORP PLC	Common Stock	**	8,554
	E-COMMERCE CHINA DANGDANG INC	Common Stock	**	830
	ENZON INC	Common Stock	**	22,859
	EVERGREEN ENERGY INC	Common Stock	**	32
	EXELIXIS INC	Common Stock	**	30,162
	EXELON CORP	Common Stock	**	4,997
	EXFO INC	Common Stock	**	1,522
	EXIDE TECHNOLOGIES	Common Stock	**	1,430
	EXXON MOBIL CORP	Common Stock	**	40,877
	FACEBOOK INC	Common Stock	**	65,751
	FANNIE MAE	Common Stock	**	255
	FORD MTR CO	Common Stock	**	135,977
	FORTESCUE METAL GRP LTD	Common Stock	**	3,487
	FREDDIE MAC	Common Stock	**	263
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	22,238
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	8,969
	FRONTLINE LTD	Common Stock	**	2,934
	FUELCELL ENERGY INC	Common Stock	**	459
	GENERAL DYNAMICS	Common Stock	**	2,568
	GENERAL ELECTRIC CO	Common Stock	**	17,877
	GENERAL MILLS INC	Common Stock	**	4,483
	GENERAL STEEL HLDGS INC	Common Stock	**	2,277

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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December 31, 2012

(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
	GENOMIC HEALTH INC	Common Stock	**	13,620
	GENUINE PARTS CO	Common Stock	**	65,429
	GERDAU SA	Common Stock	**	1,377
	GLADSTONE CAP CORP	Common Stock	**	1,599
	GLOBAL HEALTH VOYAGER INC	Common Stock	**	3
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	1,166
	GOLDEN STAR RES LTD	Common Stock	**	552
	GRAND CAP VENTURES INC	Common Stock	**	2
	GREAT WALL BLDRS LTD	Common Stock	**	3
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	964
	GREEN MTN COFFEE INC	Common Stock	**	661
	GREENE CONCEPTS INC	Common Stock	**	145
	HEALTHSOUTH CORP	Common Stock	**	1,267
	HECKMANN CORP	Common Stock	**	806
	HEMISPERIX BIOPARMA INC	Common Stock	**	377
	HIGHLINE TECHNICAL INNOVATIONS INC	Common Stock	**	1,260
	IMMERSION CORP	Common Stock	**	6,870
	INFINERA CORP	Common Stock	**	55,486
	INTEL CORP	Common Stock	**	62,231
	J P MORGAN CHASE & CO	Common Stock	**	2,233
	JAMMIN JAVA CORP	Common Stock	**	16
	JOHNSON & JOHNSON	Common Stock	**	15,800
	JONES SODA CO	Common Stock	**	900
	KELLOGG COMPANY	Common Stock	**	13,963
	KIMBERLY CLARK CORP	Common Stock	**	13,366
	KRAFT FOODS GROUP INC	Common Stock	**	7,775
	KRAIG BIOCRAFT LABORATORIES INC	Common Stock	**	95
	LANDEC CORP	Common Stock	**	9,510
	LEAP WIRELESS INTL INC	Common Stock	**	798
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	69
	LILLY ELI & CO	Common Stock	**	3,801
	LSI LOGIC CORP	Common Stock	**	28
	MARATHON OIL CORP	Common Stock	**	1,874
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	1,190
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	1,501
	MARRIOTT INTL INC	Common Stock	**	1,383
	MARRIOTT VACATIONS WORLDWIDE CORP	Common Stock	**	125
	MCDONALDS CORP	Common Stock	**	10,599
	MCG CAPITAL CORP	Common Stock	**	237
	MEMC ELECTRONICS MATERIALS INC	Common Stock	**	803
	MERCK & CO INC	Common Stock	**	8,547
	MERITOR INC	Common Stock	**	40,205
	MICROSOFT CORP	Common Stock	**	12,070
	MOLYCORP INC	Common Stock	**	944
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	23,580
	MONDELEZ INTL INC	Common Stock	**	13,060
	MOTRICITY INC	Common Stock	**	82
	MPHASE TECHNOLOGIES INC	Common Stock	**	20
	MV OIL TR UNITS	Common Stock	**	2,064
	NAVISTAR INTL CORP	Common Stock	**	82,726
	NESTLE S A	Common Stock	**	3,256

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2012

(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
	NET SVGS LINK INC	Common Stock	**	1
	NEXT 1 INTERACTIVE INC	Common Stock	**	1
	NOBLE CORPORATION	Common Stock	**	20,892
	NOKIA CORP	Common Stock	**	1,809
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	11,165
	NORTH SPRINGS RESOURCES CORP	Common Stock	**	10
	NOVARTIS AG	Common Stock	**	3,287
	NOVATION HLDGS INC	Common Stock	**	1
	NUCOR CORP	Common Stock	**	29,027
	OCEAN RIG UDW INC	Common Stock	**	343
	OCLARO INC	Common Stock	**	27
	OILSANDS QUEST INC	Common Stock	**	9
	ON SEMICONDUCTOR CRP	Common Stock	**	1,410
	ORACLE CORPORATION	Common Stock	**	1,666
	ORYON TECHNOLOGIES INC	Common Stock	**	190
	PARABEL INC	Common Stock	**	174
	PARAMOUNT GOLD MNG CORP	Common Stock	**	8,231
	PARK STERLING CORP	Common Stock	**	915
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	2,046
	PFIZER INC	Common Stock	**	22,448
	PHILIP MORRIS INTL INC	Common Stock	**	57,526
	PORTAGE RES INC	Common Stock	**	1
	POWERSHARES QQQ	Common Stock	**	6,513
	PUDA COAL INC	Common Stock	**	8
	QUALCOMM INC	Common Stock	**	12,421
	QUANTUM INTL CORP	Common Stock	**	112
	RAMBUS INC	Common Stock	**	487
	REGENOCELL THERAPEUTICS INC	Common Stock	**	1
	RESEARCH IN MOTION LTD	Common Stock	**	1,187
	SCHLUMBERGER LIMITED	Common Stock	**	7,223
	SEAGATE TECHNOLOGY PLC	Common Stock	**	4,867
	SHIP FINANCE INTERNATIONAL	Common Stock	**	975
	SIGMA LABS INC	Common Stock	**	138
	SIRIUS XM RADIO INC	Common Stock	**	8,415
	SKY PWR SOLUTIONS CORP	Common Stock	**	1
	SOUTHERN CO	Common Stock	**	113,916
	SOUTHERN COPPER CORP	Common Stock	**	3,803
	SOUTHERN HOME MED EQUIP INC	Common Stock	**	120
	SOUTHWEST AIRLNS CO	Common Stock	**	12,296
	SPECTRA ENERGY CORP	Common Stock	**	1,369
	SPRINT CORP	Common Stock	**	714
	STEMCELLS INC	Common Stock	**	738
	STEVIA CORP	Common Stock	**	53
	SUNPEAKS VENTURES INC	Common Stock	**	30
	SUPERVALU INC	Common Stock	**	15
	SYNOVUS FINL CORP	Common Stock	**	497
	SYSCO CORP	Common Stock	**	3,315
	TAGLIKEME CORP	Common Stock	**	33
	TANDY LEATHER FACTORY INC	Common Stock	**	1,656
	TEJON RANCH CO	Common Stock	**	11,232
	TELEFONICA S A	Common Stock	**	2,171

ZF North America, Inc. 401(k) & Retirement Plan
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	TEXAS INSTRUMENTS INC	Common Stock	**	3,195
	THESTREET.COM INC	Common Stock	**	835
	THOMPSON CREEK METALS CO INC	Common Stock	**	1,038
	TOTAL FINA ELF S A	Common Stock	**	13,147
	TOTAL SYS SVCS INC	Common Stock	**	21,420
	ULTRA PETROLEUM CORP	Common Stock	**	1,813
	UNILEVER N V	Common Stock	**	4,048
	UNITED ONLINE INC	Common Stock	**	5,590
	UNITED STATES STEEL CORP	Common Stock	**	19,080
	URANIUM RES INC	Common Stock	**	261
	VANGUARD INDEX	Common Stock	**	20,907
	VANTAGE DRILLING COMPANY	Common Stock	**	732
	VICAL INC	Common Stock	**	582
	VODAFONE GROUP PLC	Common Stock	**	2,943
	WATER TECHNOLOGIES INTL INC	Common Stock	**	1
	WELLS FARGO & CO	Common Stock	**	479
	WHIRLPOOL CORP	Common Stock	**	10,025
	WILD BRUSH ENERGY INC	Common Stock	**	16
	WINDSTREAM CORP	Common Stock	**	482
	WISDOMTREE	Common Stock	**	3,627
	WMI HLDGS CORP	Common Stock	**	28
	WYNN RESORTS LTD	Common Stock	**	37,445
	XEROX CORP	Common Stock	**	897
	YAHOO INC	Common Stock	**	19,900
	YAMANA GOLD INC	Common Stock	**	1,736
	YUM! BRANDS INC	Common Stock	**	3,447
	ZHONG TECHNOLOGIES INC	Common Stock	**	8
		Total Common Stocks		<u>2,625,527</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	<u>8,327,153</u>
* FIDELITY CASH RESERVES		Money Market	**	1,362,943
* FIDELITY FMMT RETIREMENT MONEY MKT		Money Market	**	57,866
* FIDELITY RETIREMENT MONEY MKT		Money Market	**	<u>23,305,411</u>
		Total Money Market Funds		<u>24,726,220</u>
	ABF SM CAP VAL INV	Mutual Fund	**	4,433,851
	AMERICAN CENTURY GROWTH	Mutual Fund	**	47,780
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	7,918
	ANWORTH MTG ASSET CORP	Mutual Fund	**	1,850
	ARTIO INTERNATIONAL EQUITY FUND II CL A	Mutual Fund	**	39,404
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	6,854
	BUFFALO MID CAP FUND	Mutual Fund	**	31,498
	CAPSTEAD MTG CORP COM	Mutual Fund	**	3,131
	CEDAR FAIR L P DEP UNIT	Mutual Fund	**	3,770
	CENTURY SMALL CAP SELECT INVESTOR	Mutual Fund	**	11,180
	CHIMERA INVT CORP COM	Mutual Fund	**	2,529
	DODGE & COX BALANCED	Mutual Fund	**	2,809,682
	DODGE & COX STOCK	Mutual Fund	**	2,167,876

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	DYNAMIC US GROWTH FUND CLASS I	Mutual Fund	**	32,146
*	FIDELITY CAPITAL & INCOME	Mutual Fund	**	5,046,911
*	FIDELITY DIVERSIFIED INTL K	Mutual Fund	**	12,046,407
*	FIDELITY FREEDOM K 2000	Mutual Fund	**	747,839
*	FIDELITY FREEDOM K 2010	Mutual Fund	**	4,409,286
*	FIDELITY FREEDOM K 2020	Mutual Fund	**	17,083,149
*	FIDELITY FREEDOM K 2030	Mutual Fund	**	21,417,087
*	FIDELITY FREEDOM K 2040	Mutual Fund	**	10,086,981
*	FIDELITY FREEDOM K 2050	Mutual Fund	**	4,563,206
*	FIDELITY FREEDOM K INCOME	Mutual Fund	**	712,114
*	FIDELITY MID CAP STOCK K	Mutual Fund	**	7,684,349
*	FIDELITY OTC PORTFOLIO K	Mutual Fund	**	16,903,516
*	FIDELITY REAL ESTATE INVS	Mutual Fund	**	6,340,813
*	FIDELITY CONTRAFUND	Mutual Fund	**	27,247
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	27,075
*	FIDELITY LOW PR STK K	Mutual Fund	**	9,604,689
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,479
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	38,645
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	40,279
	HARTFORD SMALL CO Y	Mutual Fund	**	2,803,451
	JANUS SHORT TERM BOND	Mutual Fund	**	147,948
	KALMAR GROWTH WITH VALUE SMALL CAP FD	Mutual Fund	**	35,402
	KINDER MORGAN ENERGY PARTNERS L P	Mutual Fund	**	5,914
	LAUDUS GROWTH INVT US LARGE CAP GRWTH	Mutual Fund	**	51,252
	MANNING & NAPIER WORLD OPPT SER CL A	Mutual Fund	**	49,365
	MATTHEWS PACIFIC TIGER FUND	Mutual Fund	**	20,419
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	42,931
	MFS VALUE R3	Mutual Fund	**	8,455,741
	MOTLEY FOOL GREAT AMERICAN FUND	Mutual Fund	**	7,787
	MOTLEY FOOL INDEPENDENCE FD	Mutual Fund	**	6,382
	NAVIOS MARITIME PARTNERS LP UNIT LTD	Mutual Fund	**	51,906
	PIMCO TOT RETURN ADM	Mutual Fund	**	13,838,806
	PIMCO TOTAL RETURN CLASS D	Mutual Fund	**	59,476
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	10,496
	RIDGEWORTH INTERMED BOND CL I	Mutual Fund	**	58
	RIDGEWORTH US GOVT SEC ULTRA SHT BOND I	Mutual Fund	**	73,372
	SCOUT INTERNATIONAL	Mutual Fund	**	50,079
*	SPARTAN 500 INDEX K	Mutual Fund	**	17,666,568
*	SPARTAN INTL INDEX	Mutual Fund	**	2,487,780
	TRP BLUE CHIP GRTH	Mutual Fund	**	6,741,796
	VANG INFL PROT SEC	Mutual Fund	**	1,958,543
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	60,009
	VANGUARD BOND INDEX SHORT TERM	Mutual Fund	**	92,718
	VANGUARD ENERGY	Mutual Fund	**	52,581
	VANGUARD EQUITY INCOME	Mutual Fund	**	84,913
	VANGUARD HEALTH CARE	Mutual Fund	**	15,161
	VANGUARD MORGAN GROWTH	Mutual Fund	**	50,786
	VANGUARD WELLINGTON FUND	Mutual Fund	**	13,839
	WILLISTON BASIN/MID NORTH AMERICA STK FD	Mutual Fund	**	29,084
	YACKTMAN FOCUSED SERVICE CLASS	Mutual Fund	**	60,562
	Total Mutual Funds			<u>181,409,666</u>

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	CALL (AAPL) APPLE INC	Other	**	640
	CALL (BAC) BANK OF AMERICA	Other	**	750
	CALL (BAC) BANK OF AMERICA	Other	**	1,620
	CALL (BIDU) BAIDU INC SPONS ADS	Other	**	1,620
	CALL (FB) FACEBOOK INC COM	Other	**	680
	CALL (NOK) NOKIA OYJ ADR EACH	Other	**	190
	CALL (QCOM) QUALCOMM INC	Other	**	152
	CALL (QCOM) QUALCOMM INC	Other	**	1,220
	CALL (YHOO) YAHOO INC	Other	**	195
	PUT (AAPL) APPLE INC	Other	**	120
	PUT (AAPL) APPLE INC	Other	**	585
		Total Other		<u>7,772</u>
*	PARTICIPANT LOANS	Various maturities (3.64% - 10.50%)	\$ -	<u>7,466,012</u>
				<u>\$ 224,562,350</u>

* Investment with party-in-interest to the Plan