

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 2012 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 BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>012</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>012</u>	1c Effective date of plan <u>07/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>012</u>				
1c Effective date of plan <u>07/01/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BOSCH REXROTH CORPORATION 2800 S 25TH AVE BROADVIEW, IL 60155-4532	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-1687400</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>708-865-5200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>333200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-1687400</u>	2c Sponsor's telephone number <u>708-865-5200</u>	2d Business code (see instructions) <u>333200</u>	
2b Employer Identification Number (EIN) <u>23-1687400</u>					
2c Sponsor's telephone number <u>708-865-5200</u>					
2d Business code (see instructions) <u>333200</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/14/2013 Date	GARY D.GRABARCZYK Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	GARY D.GRABARCZYK 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		3b Administrator's EIN
		3c Administrator's telephone number
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		5 141
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	129
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	3
d Subtotal. Add lines 6a , 6b , and 6c	6d	132
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	132
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	85
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
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 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 BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 BOSCH REXROTH CORPORATION	D Employer Identification Number (EIN) <u>23-1687400</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
DODGE & COX	555 CALIFORNIA STREET 40 FL SAN FRANCISCO, CA 94104

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
STATE STREET - LAZARD CLASS C	30 ROCKEFELLER PLAZA NEW YORK, NY 10021

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

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

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

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(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?
15 21 25 37 38 49 50 59 60 62 64 65 99	RECORDKEEPER/T RUSTEE	5346	Yes ☒ No ☐	Yes ☐ No ☒	275	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES</u>	B Three-digit plan number (PN) <u>012</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BOSCH REXROTH CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1687400</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>26-0463057-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>751539</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2010 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063261-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>35387</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2015 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063321-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>97663</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2020 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063359-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>218399</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2030 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063387-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>97489</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>J.P. MORGAN SMARTRETIREMENT 2040 C</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN</u>		
c EIN-PN <u>20-3063440-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>113840</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LAZARD EMERGING MARKETS</u>		
b Name of sponsor of entity listed in (a): <u>LAZARD ASSET MANAGEMENT</u>		
c EIN-PN <u>04-3478313-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>43423</u>

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

c EIN-PN 45-6138589-200	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93299
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST COLLECTIVE EAFE**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-111	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 258571
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST COLLECTIVE RUSSELL**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-109	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 445045
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a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST S & P 500 INDEX FUND**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 139389
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES	B Three-digit plan number (PN) ►	012
C Plan sponsor's name as shown on line 2a of Form 5500 BOSCH REXROTH CORPORATION	D Employer Identification Number (EIN) 23-1687400	

Part I 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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	226	267
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	70446	87336
(9) Value of interest in common/collective trusts.....	1c(9)	2096940	2294044
(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)	240233	288363
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2407845	2670010

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1297	1596
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1297	1596

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2406548	2668414
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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)	95093	
(B) Participants	2a(1)(B)	247130	
(C) Others (including rollovers)	2a(1)(C)	267	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		342490
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2958	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2958
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	18604	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		18604
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		213161
(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)		28553
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		605766

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	338255	
(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)		338255
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5645	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5645
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		343900

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		261866
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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>BOSCH REXROTH CORPORATION MECMAN DIVISION LEXINGTON FACILITY 401K PLAN FOR BARGAINING UNIT EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BOSCH REXROTH CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1687400</u>

Part I	Distributions
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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>20-2020334</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): _____

**Bosch Rexroth Corporation
Mecman Division, Lexington
Facility 401(k) Plan for
Bargaining Unit Employees**
Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

Bosch Rexroth Corporation Mecman Division, Lexington Facility

401(k) Plan for Bargaining Unit Employees

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Schedule I: Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2012.....	15
Note: Other supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have not been included herein as they are not applicable.	



Independent Auditor's Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Bosch Rexroth Corporation Mecman Division, Lexington Facility 401(k) Plan for Bargaining Unit Employees (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, 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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the 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 Mercer 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 years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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 the 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.

Richard A. Cooper LLP

October 11, 2013

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value	\$ 2,596,335	\$ 2,340,402
Notes receivable from participants	87,336	70,446
Other receivables	267	226
Total assets	2,683,938	2,411,074
Liabilities		
Accrued expenses	1,596	1,297
Net assets available for benefits, reflecting investments at fair value	2,682,342	2,409,777
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(13,928)	(3,229)
Net assets available for benefits	<u>\$ 2,668,414</u>	<u>\$ 2,406,548</u>

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

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to		
Investment income		
Net appreciation (depreciation) in fair value of investments	\$ 226,519	\$ (34,792)
Dividend and interest income	34,325	27,094
Total investment income (loss)	<u>260,844</u>	<u>(7,698)</u>
Interest income on notes receivable from participants	2,432	2,650
Contributions		
Participant	247,130	272,627
Employer	95,093	107,943
Other	267	226
Total contributions	<u>342,490</u>	<u>380,796</u>
Total additions	<u>605,766</u>	<u>375,748</u>
Deductions from net assets attributed to		
Distributions to participants	338,255	258,400
Administrative expenses	5,645	3,923
Total deductions	<u>343,900</u>	<u>262,323</u>
Net increase	261,866	113,425
Net assets available for benefits		
Beginning of year	<u>2,406,548</u>	<u>2,293,123</u>
End of year	<u>\$ 2,668,414</u>	<u>\$ 2,406,548</u>

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

Bosch Rexroth Corporation Mecman Division, Lexington Facility

401(k) Plan for Bargaining Unit Employees

Notes to Financial Statements

December 31, 2012 and 2011

1. Description of the Plan

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

General

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

Effective September 7, 2012, Bosch Rexroth Corporation Mecman Division, Lexington Facility became incorporated as the Bosch Rexroth Pneumatics Corporation (the "Company").

Contributions

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

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

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

Participant Accounts

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

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. After five years of service with the Company, a participant will become 100% vested in Company contributions on the date they are contributed. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. Forfeited nonvested accounts totaled \$7,005 and \$15,304 at December 31, 2012 and 2011, respectively. Forfeitures of \$10,331 and \$0 for the years ended December 31, 2012 and 2011, respectively were used to reduce employer matching contributions.

Bosch Rexroth Corporation Mecman Division, Lexington Facility

401(k) Plan for Bargaining Unit Employees

Notes to Financial Statements

December 31, 2012 and 2011

Benefit Payments

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

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

Investment Options

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

Effective March 12, 2012, the JPMorgan SmartRetirement 2050 Fund C Class, was added to the investment line up.

Notes Receivable from Participants

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

Plan Termination

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

Administrative Expenses

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

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2. Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts within the Bosch Stable Value Fund option. The Statements of Net Assets Available for Benefits present the fair value as well as the adjustment from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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

Synthetic Guaranteed Investment Contracts

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

The fair value of the synthetic GICs equals the total of the fair value of the underlying assets plus the fair value of the wrapper contracts. The fair value of the wrapper contracts is computed using a replacement cost approach that incorporates a comparison of the current fee rate on similar wrapper contracts to the fee being paid by the Plan. Using this approach, the fair value of the wrapper contracts was \$337 and \$598 at December 31, 2012 and 2011, respectively.

Fully benefit-responsive synthetic GICs are valued at contract value, rather than fair value, for determining the net assets available for benefits. Contract value represents contributions, plus earnings, less participant withdrawals and administrative expenses. The wrapper contracts used

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by the Plan are fully benefit-responsive because the wrapper contract issuers are contractually obligated to make up any shortfall in the event that the underlying asset portfolio has been liquidated and is inadequate to cover participant withdrawals and transfers at contract value. There are currently no reserves against contract values for credit risk of the contract issuers or any other risk.

The crediting interest rate, which is reset quarterly, based on a formula agreed upon with each wrapper contract issuer, can never fall below zero. The crediting rate formula smoothes the impact of interest rate changes on participant returns by amortizing any difference between market value and book value over a period of years equal to the duration of the portfolio benchmark. The average yield on the synthetic GICs based on annualized earnings was approximately 1.21% and 2.05% at December 31, 2012 and 2011, respectively. The average interest rate credited to participants on the synthetic GICs was approximately 1.97% and 2.21%, respectively, for the years ended December 31, 2012 and 2011. The credit ratings for AIG Financial Products were A- at both December 31, 2012 and 2011, and the credit ratings for Royal Bank of Canada and State Street Bank were AA- at both December 31, 2012 and 2011.

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

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

Benefit Payments

Benefits are recorded when paid.

Accounting Pronouncement

Fair Value Measurements

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

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3. Certification of Investment Information

In accordance with the provisions of 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, Mercer Trust Company has certified as complete and accurate certain investment information included in the accompanying financial statements and supplemental schedule as of and for the years ended December 31, 2012 and 2011. The following table presents a summary of the certified amounts as of and for the years ended December 31, 2012 and 2011

	2012	2011
Investments, at contract value *	\$ 2,582,407	\$ 2,337,173
Investment interest and dividends	34,325	27,094
Net appreciation (depreciation) in fair value of investments	226,519	(34,792)
Notes receivable from participants	87,336	70,446
Interest income on notes receivable from participants	2,432	2,650

* The investments within the Bosch Stable Value Fund were certified at their contract value of \$751,539 and \$816,604 at December 31, 2012 and 2011, respectively. The fair value and the adjustment from fair value to contract value of (\$13,928) and (\$3,229) at December 31, 2012 and 2011, respectively, were not certified.

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

	2012	2011
JPMorgan Intermediate Bond Fund	\$ 649,572	\$ 733,292
NT Collective EAFE Index Fund Non Lending	258,571	226,923
NT Collective Russell 1000 Growth Fund	445,045	379,673
JPMorgan Small Cap Equity Fund R5	181,486	161,785
JPMorgan SmartRetirement 2020 Fund C Class	218,399	*
NT S&P 500 Index Fund Non Lending	139,389	*

* Below 5% threshold

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

	2012	2011
Mutual funds	\$ 28,757	\$ 9,894
Collective trusts	197,762	(44,686)
	<u>\$ 226,519</u>	<u>\$ (34,792)</u>

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4. Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

For a description of the valuation methodologies used for assets measured at fair value see Investment Valuation and Income Recognition under Note 2. In determining the reasonableness of the methodology, the Investment Committee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) discussed with investment consultants and custodians using available market data (for example, swap curve rate).

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

For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2 or 3.

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The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2012 and 2011:

Investment Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Small cap funds	\$ 181,486	\$ -	\$ -	\$ 181,486
Large cap funds	106,877	-	-	106,877
Collective trusts				
Target retirement funds	-	562,778	-	562,778
Bond funds	-	93,299	-	93,299
International funds	-	301,994	-	301,994
Large cap funds	-	584,434	-	584,434
Synthetic guaranteed investment contracts				
Collective trusts	-	765,130	-	765,130
Wrapper contracts	-	-	337	337
Total investments at fair value	<u>\$ 288,363</u>	<u>\$ 2,307,635</u>	<u>\$ 337</u>	<u>\$ 2,596,335</u>

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

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

Common Collective Trust	Description	Benchmark	Trade Frequency Restrictions
JPMorgan Liquidity Fund	Short term cash investments	90 day U.S. treasury bill	None
JPMorgan Intermediate Bond Fund	Diversified bond fund	Barclays Capital Intermediate Aggregate Index	None
JPMorgan Mortgage Private Placement Fund	Long duration debt securities	Barclays Capital U.S. Aggregate Index	Monthly
JPMorgan SmartRetirement 2010 Fund C Class	Diversified target date fund	S&P Target Date 2010 Index	30 day Buy Back
JPMorgan SmartRetirement 2015 Fund C Class	Diversified target date fund	S&P Target Date 2015 Index	30 day Buy Back
JPMorgan SmartRetirement 2020 Fund C Class	Diversified target date fund	S&P Target Date 2020 Index	30 day Buy Back
JPMorgan SmartRetirement 2030 Fund C Class	Diversified target date fund	S&P Target Date 2030 Index	30 day Buy Back
JPMorgan SmartRetirement 2040 Fund C Class	Diversified target date fund	S&P Target Date 2040 Index	30 day Buy Back
JPMorgan SmartRetirement 2050 Fund C Class	Diversified target date fund	S&P Target Date 2050 Index	30 day Buy Back
Lazard Emerging Markets Fund	Emerging markets investments	MSCI Emerging Markets GD	30 day Buy Back
NT Collective Bond Index Fund Non Lending	Multi Sector Income Fund	Barclays Capital Aggregate Bond Index	30 day Buy Back
NT Collective EAFE Index Fund Non Lending	International Multi-Cap Core	MSCI EAFE Index	30 day Buy Back
NT Collective Russell 1000 Growth Fund	Large-Cap Growth Fund	Russell 1000 Growth Index	30 day Buy Back
NT S&P 500 Index Fund Non Lending	S&P 500 Index Fund	S&P 500 Index	30 day Buy Back

There are no unfunded commitments related to these funds as of December 31, 2012 or 2011.

Level 3 Gains and Losses

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 investment assets for the years ended December 31, 2012 and 2011:

	Wrapper Contracts
Balance at January 1, 2012	\$ 598
Unrealized gains/losses	(261)
Purchases	-
Sales	-
Issuances and settlements	-
Balance at December 31, 2012	<u>\$ 337</u>
	Wrapper Contracts
Balance at January 1, 2011	\$ 1,809
Unrealized gains/losses	(1,211)
Purchases	-
Sales	-
Issuances and settlements	-
Balance at December 31, 2011	<u>\$ 598</u>

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

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments and the significant unobservable inputs and the ranges of values for those inputs.

<i>Instrument</i>	<i>Fair Value</i>	<i>Principal Valuation Technique</i>	<i>Unobservable Inputs</i>	<i>Range of Significant Input Values</i>
Wrapper Contracts	\$337	Discounted Cash Flow	Actual Wrap Fees	0.20% - 0.25%
			Replacement Cost	0.22% - 0.25%
			Crediting Rate/Yield	2.12% - 2.26%
			Swap Rate	0.50%

5. Tax Status

The Internal Revenue Service has determined and informed the Company in a letter dated March 15, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Code. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's ERISA counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax asset or liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of an asset or liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes that the Plan is generally no longer subject to income tax examinations for plan years beginning prior to January 1, 2009.

6. Party-in-Interest Transactions

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

Bosch Rexroth Corporation Mecman Division, Lexington Facility
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December 31, 2012 and 2011

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

8. Subsequent Events

On June 1, 2013, the name of the Plan was changed to the Bosch Rexroth Pneumatics Corporation 401(k) Plan for Bargaining Unit Employees.

The Plan has evaluated the events and transactions that have occurred through October 11, 2013, the date the financial statements were available to be issued, and concluded there were no other subsequent events to recognize or disclose.

Supplemental Schedule

Bosch Rexroth Corporation Mecman Division, Lexington Facility
401(k) Plan for Bargaining Unit Employees
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Schedule I

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	Bosch Stable Value Fund Guaranteed Investment Contracts			
	JPMorgan Liquidity Fund	Collective trust	***	\$ 79,178
	JPMorgan Intermediate Bond Fund	Collective trust	***	649,572
	JPMorgan Mortgage Private Placement Fund	Collective trust	***	36,380
	AIG Financial Products	Open ended maturity wrapper contract	***	337
	Royal Bank of Canada	Open ended maturity wrapper contract	***	-
	State Street Bank	Open ended maturity wrapper contract	***	-
				<u>765,467</u> **
	Dodge & Cox Stock Fund	Mutual fund	***	106,877
	Lazard Emerging Markets Fund	Collective trust	***	43,423
	JPMorgan SmartRetirement 2010 Fund C Class	Collective trust	***	35,387
	JPMorgan SmartRetirement 2015 Fund C Class	Collective trust	***	97,663
	JPMorgan SmartRetirement 2020 Fund C Class	Collective trust	***	218,399
	JPMorgan SmartRetirement 2030 Fund C Class	Collective trust	***	97,489
	JPMorgan SmartRetirement 2040 Fund C Class	Collective trust	***	113,840
	NT Collective Bond Index Fund Non Lending	Collective trust	***	93,299
	NT Collective EAFE Index Fund Non Lending	Collective trust	***	258,571
	NT Collective Russell 1000 Growth Fund	Collective trust	***	445,045
	NT S&P 500 Index Fund Non Lending	Collective trust	***	139,389
	JPMorgan Small Cap Equity Fund R5	Mutual fund	***	181,486
*	Loans to participants	Interest rates are 4.25%	***	<u>87,336</u>
				<u>\$ 2,683,671</u>

* Indicates a party in interest to the Plan.

** The Bosch Stable Value Fund has a contract value of \$751,539 and
a fair value (not certified) of \$765,467.

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

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

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	J.P. MORGAN SMARTRETIREMENT 2010	COMMON/COLLECTIVE TRUST		35,387
	J.P. MORGAN SMARTRETIREMENT 2015	COMMON/COLLECTIVE TRUST		97,663
	J.P. MORGAN SMARTRETIREMENT 2020	COMMON/COLLECTIVE TRUST		218,399
	J.P. MORGAN SMARTRETIREMENT 2030	COMMON/COLLECTIVE TRUST		97,489
	J.P. MORGAN SMARTRETIREMENT 2040	COMMON/COLLECTIVE TRUST		113,840
	NORTHERN TRUST COLLECTIVE BOND	COMMON/COLLECTIVE TRUST		93,299
	NORTHERN TRUST COLLECTIVE EAFE	COMMON/COLLECTIVE TRUST		258,571

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DODGE & COX STOCK FUND	MUTUAL FUND		106,877
	NORTHERN TRUST COLLECTIVE RUSSELL	COMMON/COLLECTIVE TRUST		445,045
	NORTHERN TRUST S & P 500 INDEX FD	COMMON/COLLECTIVE TRUST		139,389
	JP MORGAN SMALL CAP EQUITY FUND	MUTUAL FUND		181,486
	LAZARD EMERGING MARKETS	COMMON/COLLECTIVE TRUST		43,423
	J.P. MORGAN STABLE VALUE FUND	COMMON/COLLECTIVE TRUST		751,539
	LOAN FUND	PARTICIPANT LOANS		87,336