

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 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 <u>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>	<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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>10/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>10/01/1985</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HONDA OF AMERICA MFG., INC.</u> <u>24000 HONDA PARKWAY</u> <u>MARYSVILLE, OH 43040</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0925242</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-642-5000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0925242</u>	2c Sponsor's telephone number <u>937-642-5000</u>	2d Business code (see instructions) <u>336100</u>	
2b Employer Identification Number (EIN) <u>31-0925242</u>					
2c Sponsor's telephone number <u>937-642-5000</u>					
2d Business code (see instructions) <u>336100</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	<u>10/15/2013</u> Date	<u>SHANE MCCOY</u> Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	<u>10/15/2013</u> Date	<u>SHANE MCCOY</u> 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) <u>RONALD ARCULEO</u> <u>DELOITTE TAX LLP</u> <u>1700 MARKET ST.</u> <u>PHILADELPHIA, PA 19103</u>			Preparer's telephone number (optional) <u>215-246-2300</u>

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address HONDA MFG. 401K PLAN COMMITTEE		3b Administrator's EIN 31-0925242
		3c Administrator's telephone number 937-642-5000
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 18995
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 18446
b Retired or separated participants receiving benefits.....		6b 76
c Other retired or separated participants entitled to future benefits.....		6c 1224
d Subtotal. Add lines 6a , 6b , and 6c		6d 19746
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e 49
f Total. Add lines 6d and 6e		6f 19795
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 19209
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 2S 2T 3F 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>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HONDA OF AMERICA MFG., INC.</u>	D Employer Identification Number (EIN) <u>31-0925242</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

DIMENSIONAL FUND ADVISORS 6300 BEE CAVE ROAD
BUILDING ONE
AUSTIN, TX 78746

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

NORTHERN TRUST 50 S LASALLE STREET
CHICAGO, IL 60603

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

PIMCO 840 NEWPORT CENTER DRIVE
SUITE 100
NEWPORT BEACH, CA 92660

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

RAINIER FUNDS 601 UNION STREET
SUITE 2801
SEATTLE, WA 98101

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

SEI TRUST COMPANY

100 CIDER MILL ROAD
OAKS, PA 19456

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

VANGUARD

PO BOX 1110
VALLEY FORGE, PA 19482

(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)

T ROWE PRICE RPS INC

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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 28 37 38 49 50 52 57 59 62 64 65	NONE	1098180	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MORNINGSTAR

22 WT WASHINGTON ST
CHICAGO, IL 60602

(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?
26 50	NONE	180941	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QDRO CONSULTANTS COMPANY LLC

3071 PEARL ROAD
MEDINA, OH 44256

(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?
16 17 50	NONE	24300	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)

DODGE AND COX

555 CALIFORNIA ST.
40TH FLOOR
SAN FRANCISCO, CA 94104

(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?
28 59	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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
T ROWE PRICE RPS INC	15 21 25 28 37 38 49 50 52 57 59 62 64 65	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 AND COX STOCK FUND 555 CALIFORNIA ST. 40TH FLOOR SAN FRANCISCO, CA 94104	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS INC	15 21 25 28 37 38 49 50 52 57 59 62 64 65	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 INTERNATIONAL STOCK 555 CALIFORNIA ST. 40TH FLOOR SAN FRANCISCO, CA 94104	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS INC	15 21 25 28 37 38 49 50 52 57 59 62 64 65	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.
STABLE VALUE COMMON TRUST FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.08%

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>HONDA OF AMERICA MFG., INC.</u>	D Employer Identification Number (EIN) <u>31-0925242</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>STABLE VALUE COMMON TRUST FUND</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>52-1309931-001</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>141403877</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-QM COLL AGG BOND INDEX</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-029</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-QM COLLECTIVE ACWI</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-113</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-QM COLL U.S. MKT CAP EQT</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-053</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VFTC TARGET RETIREMENT INCOME TRUST</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735883-001</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>13932547</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VFTC TARGET RETIREMENT 2010 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735886-001</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>25525404</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VFTC TARGET RETIREMENT 2015 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735891-001</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>72702152</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2020 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735899-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 190918102
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2025 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735963-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 253290076
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2030 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735964-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 252156142
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2035 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735965-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 150947593
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2040 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735971-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81758713
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2045 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735972-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36569869
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2050 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735976-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15334500
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2055 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 90-0735978-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1415662
a Name of MTIA, CCT, PSA, or 103-12 IE: WINSLOW LARGE CAP GROWTH		
b Name of sponsor of entity listed in (a): WINSLOW CAPITAL MANAGEMENT		
c EIN-PN 27-3442979-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41752797
a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TARGET RETIREMENT 2060 TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 45-3799736-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136422

a Name of MTIA, CCT, PSA, or 103-12 IE: VFTC TOTAL STOCK MARKET INDEX TRUST**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY**c** EIN-PN 31-0925242-001**d** Entity code C**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

22471081

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL/MID CAP EQTY COLLECTIVE TRUST**b** Name of sponsor of entity listed in (a): RAINIER INVESTMENT MANAGEMENT**c** EIN-PN 46-1188236-004**d** Entity code C**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

32333511

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 HONDA MANUFACTURING 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 HONDA OF AMERICA MFG., INC.	D Employer Identification Number (EIN) 31-0925242	

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)	1713234	2033643
(2) Participant contributions	1b(2)	2706787	3296935
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	13502	5722
(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)	39904077	39509014
(9) Value of interest in common/collective trusts.....	1c(9)	1163334612	1332648448
(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)	250115038	313333888
(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	1457787250	1690827650

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1457787250	1690827650
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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)	38518170	
(B) Participants	2a(1)(B)	62395814	
(C) Others (including rollovers)	2a(1)(C)	1878900	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		102792884
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6	
(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)	2190675	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2190681
(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)	10476017	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		10476017
(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)		147856233
(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)		30613819
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		293929634

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	57088756	
(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)		57088756
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		676626
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	24300	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	253300	
(4) Other	2i(4)	1025817	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1303417
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		59068799

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		234860835
l Transfers of assets:			
(1) To this plan.....	2l(1)		14012
(2) From this plan	2l(2)		1834447

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: MCGLADREY LLP

(2) EIN: 42-0714325

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		20000000
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)

AMERICAN HONDA SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
95-2041006	333

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>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HONDA OF AMERICA MFG., INC.</u>	D Employer Identification Number (EIN) <u>31-0925242</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>52-1481931</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)
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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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

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

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):

Plan Name:	Honda Manufacturing 401(k) Savings Plan
ERISA Plan Number:	002
Plan Sponsor EIN:	31-0925242

Honda Manufacturing 401(k) Savings Plan

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Honda Manufacturing 401(k)
Savings Plan Committee
Honda Manufacturing 401(k) Savings Plan
Marysville, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Honda Manufacturing 401(k) Savings Plan (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 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.

Auditor's 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 5, which was certified or provided by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011 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 these financial statements.

Emphasis of Matter

As discussed in Note 9 to the financial statements, the Employers anticipate merging the Honda Manufacturing 401(k) Savings Plan into the Honda 401(k) Savings Plan which is anticipated to be effective as of the close of business December 31, 2013. The Employers will become adopting employers of the new plan effective January 1, 2014.

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 purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 or provided 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.

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Columbus, Ohio
October 8, 2013

Honda Manufacturing 401(k) Savings Plan

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value:		
Registered investment companies	\$ 313,333,888	\$ 250,115,038
Common/collective trusts	1,332,648,448	1,163,334,612
Money market funds	5,722	13,502
Total investments	1,645,988,058	1,413,463,152
Receivables:		
Associate contributions	3,296,935	2,706,787
Employer contributions	2,033,643	1,713,234
Notes from participants	44,579,527	44,679,350
Total receivables	49,910,105	49,099,371
Net assets available for benefits, at fair value	1,695,898,163	1,462,562,523
Adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts	(5,828,390)	(4,047,570)
Net assets available for benefits	\$ 1,690,069,773	\$ 1,458,514,953

See Notes to Financial Statements.

Honda Manufacturing 401(k) Savings Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2012 and 2011

	2012	2011
Additions		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 173,767,348	\$ (24,389,809)
Interest and dividends	13,397,906	9,159,160
Total investment income (loss)	187,165,254	(15,230,649)
Interest income on notes receivable from participants	2,199,885	2,266,083
Contributions:		
Associate	62,395,814	56,572,725
Employer	38,518,170	35,432,761
Rollovers	1,878,900	950,497
Total contributions	102,792,884	92,955,983
Total additions	292,158,023	79,991,417
Deductions		
Benefits paid to participants or beneficiaries	57,479,351	43,577,781
Administrative expenses	1,303,417	1,360,651
Total deductions	58,782,768	44,938,432
Net increase prior to transfers	233,375,255	35,052,985
Participant directed transfers, net	(1,820,435)	(88,563)
Net increase	231,554,820	34,964,422
Net Assets Available for Benefits:		
Beginning of year	1,458,514,953	1,423,550,531
End of year	\$ 1,690,069,773	\$ 1,458,514,953

See Notes to Financial Statements.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of the Honda Manufacturing 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General: The Plan was established on October 1, 1985 by Honda of America Mfg., Inc. and Honda Engineering North America, Inc. The Plan allows participants an opportunity to contribute according to provisions of Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Honda of America Mfg., Inc. is the Plan Sponsor. The Plan Administrator responsibilities are carried out by the Honda Manufacturing 401(k) Savings Plan Committee (the Committee). The participating employers in the Plan are Honda of America Mfg., Inc., Honda Engineering North America, Inc., Honda Manufacturing of Alabama, LLC, Honda Transmission Mfg. of America, Inc., Honda Precision Parts of Georgia, LLC and Honda Manufacturing of Indiana, LLC (the Employers). Effective April 1, 2013, Honda North America Services, LLC elected to be a participating employer in the Plan.

T. Rowe Price Trust Company (T. Rowe Price) is the trustee of the Plan. The trustee holds the Plan's assets and executes transactions therein based upon specific authorization of the Plan Administrator or participants.

Contributions: Under the terms of the Plan, eligible associates (other than Japanese national associates) with at least three months of service may participate in the Plan. Participants are automatically enrolled in the Plan with an elective pre-tax deferral rate of 3% of compensation, increasing each January 1 thereafter by 1% until such elective deferral rate is 6% of compensation, unless the participant affirmatively elects out of the automatic deferral feature, elects a different deferral rate, or elects not to participate in the Plan. An associate may authorize payroll deductions ranging from 1% to 50% of their base salary. The Employer matching contributions equal 100% of the first 3% of each participant's basic contribution and 50% of the next 2%. Honda of America Mfg., Inc., Honda Engineering North America, Inc. and Honda Transmission Mfg. of America, Inc. associates who are eligible for the Plan also receive a retirement contribution funded by their respective employers equal to 1% of the participants' base salary. The Plan also permits employees to transfer funds from other qualified plans into the trust fund managed for the Plan as rollover contributions. Such transfers must be approved by the Plan Administrator. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the associate's contributions, employer matching contributions, an allocation of investment earnings, and is charged with an allocation of investment and administrative expenses. Allocations are based on the participant's selected funds allocation percentages. Investment income is allocated to participant accounts by investment fund balance on a daily basis. This allocation is based upon the ratio of each participant's weighted average fund balance to the total of all participants' fund balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Associate contributions are 100% vested at all times. Employer amounts credited to a participant's account are fully vested at the time the matching contribution is made.

Investment options: Participants may allocate their contributions to any of the various funds provided by the Plan. Participants may transfer account balances among the different funds on a daily basis.

Notes receivable from participants: The Plan permits loans to participants up to 50% of their vested account balance for not less than \$1,000 and not to exceed \$50,000. The term for repayment shall be no longer than five years nor less than twelve months. Loans bear a reasonable rate of interest as determined by the Committee. Principal and interest is paid ratably through periodic payroll deductions.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Distributions: A participant's vested account will be distributed upon retirement, termination, disability or death. Distributions are made in lump sum or in installments not to exceed the life expectancy of the participant. A participant may make an in-service withdrawal due to financial hardship or upon attainment of age 59 ½. Such withdrawals are subject to approval.

Participant directed transfers: Participant directed transfers relate to voluntary participant balance transfers to or from other Honda qualified defined contribution plans that follow eligible Honda associates due to changes in their employment locations within the Honda corporate entities. Participant directed transfers for the years ended December 31 are as follows:

	2012	2011
Participant directed transfers to other Honda plans	\$ (1,834,447)	\$ (126,559)
Participant directed transfers from other Honda plans	14,012	37,996
Participant directed transfers, net	<u>\$ (1,820,435)</u>	<u>\$ (88,563)</u>

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared on 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 feature 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 common/collective trust. Contract value for this common/collective trust is based on the net asset value of the fund as reported by the trustee. The statements of net assets available for benefits as of December 31, 2012 and 2011 present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust 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 for fully benefit-responsive investment contracts.

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 6 for discussion of fair value measurements.

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

Contributions: Associate contributions and employer matching contributions are recognized when the associate contributions are withheld from the associate's earnings. The employer retirement contribution is recognized weekly.

Distributions: Benefits are recognized when paid.

Administrative expenses: Fees charged by the trustee and other fees, such as audit, legal and administrative fees, incurred by the Plan are charged to and paid directly by the Plan Administrator or the Plan, as directed by the Committee.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued interest. Delinquent loans are treated as distributions based upon terms of the Plan document.

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 certain estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ significantly from those estimates.

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 value 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 statements of net assets available for benefits.

Recent accounting pronouncements: In October 2012, the FASB issued Accounting Standards Update (ASU) 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the Accounting Standards Codification (ASC), including plan accounting. These amendments include technical corrections and improvements to the ASC and confirming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this update where there is no transition guidance which were effective immediately upon issuance. The adoption of immediately effective amendments was not significant to these financials. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Subsequent events: The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 8, 2013, the date the financial statements were available to be issued.

Note 3. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan Administrator by a letter dated May 8, 2009, that the Plan and its underlying trust qualify under the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. In October 2012, the Plan Administrator and the Plan's counsel submitted the amended Plan document with the IRS and are waiting for an updated determination response. The Plan Administrator and the Plan's counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC.

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 organization has taken an uncertain tax position that is more likely than not would be sustained upon examination. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the statute of limitations restricts federal and state examinations by tax authorities to three to five years from the date of filing. When and if applicable, potential interest and penalty costs are accrued as incurred, with expenses recognized in income taxes in the statements of changes in net assets available for benefits.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 4. Parties In Interest Transactions

Certain Plan investments are shares of a registered investment company and a common/collective trust managed by T. Rowe Price Associates, Inc., an affiliate of T. Rowe Price. T. Rowe Price is the trustee, as defined by the Plan; therefore, these transactions qualify as party in interest transactions. Fees paid by the Plan for administrative and other services provided by T. Rowe Price approximated \$1,098,000 and \$1,057,000 for the years ended December 31, 2012 and 2011, respectively.

Note 5. Information Certified and Provided by T. Rowe Price

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2012 and 2011 included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

The following table presents the fair value of the Plan's assets as certified by the trustee as of December 31. The fair values of individual assets that represent 5% or more of the Plan's net assets are separately identified.

	2012		2011
Investments at fair value:			
Registered investment companies:			
PIMCO Total Return Institutional Fund	\$ 89,883,553		\$ 73,132,177
Other registered investment companies	223,450,335		176,982,861
	313,333,888		250,115,038
Common/collective trusts:			
T. Rowe Price Stable Value Common Trust Fund	141,403,877	**	116,060,417
VFTC Target Retirement 2020 Trust Plus	190,918,102		168,786,330
VFTC Target Retirement 2025 Trust Plus	253,290,076		224,459,816
VFTC Target Retirement 2030 Trust Plus	252,156,142		217,773,715
VFTC Target Retirement 2035 Trust Plus	150,947,593		125,362,075
Other common/collective trusts	343,932,658		310,892,259
	1,332,648,448		1,163,334,612
Money market fund:			
Vanguard Prime Money Market Fund	5,722	*	13,502
	1,645,988,058		1,413,463,152
Notes receivable from participants	44,579,527		44,679,350
Total	\$ 1,690,567,585		\$ 1,458,142,502

* Less than 5% of net assets

** T. Rowe Price has also certified the contract values of \$135,575,487 and \$112,012,847 of the T. Rowe Price Stable Value Common Trust Fund as of December 31, 2012 and 2011, respectively.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 5. Information Certified and Provided by T. Rowe Price (Continued)

T. Rowe Price also certified to the completeness and accuracy of the following for the years ended December 31:

	2012	2011
Net appreciation (depreciation) in fair value of investments:		
Registered investment companies	\$ 30,613,818	\$ (18,730,540)
Common/collective trusts	143,153,530	(5,659,269)
	<u>\$ 173,767,348</u>	<u>\$ (24,389,809)</u>
Interest and dividend income:		
Interest and dividends on investments	\$ 13,397,906	\$ 9,159,160
Interest on notes receivable from participants	2,199,885	2,266,083
	<u>\$ 15,597,791</u>	<u>\$ 11,425,243</u>

Note 6. 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

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.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 6. Fair Value Measurements (Continued)

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.

Shares of registered investment companies: Valued at the net asset value (NAV) of shares held by the plan at year end.

Common/collective trusts: Valued at the total of the NAV of the underlying securities held by the account at year-end. The Plan's interest in the common/collective trusts are valued based on the information reported by the investment advisor.

Money market fund: Valued at the closing price reported on the active market on which the fund is traded, generally at \$1 per share.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31:

	2012			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 5,722	\$ -	\$ -	\$ 5,722
Registered investment companies:				
Intermediate-term fixed income fund	124,312,993	-	-	124,312,993
Large cap domestic equity funds	86,445,082	-	-	86,445,082
Small/mid cap domestic equity funds	26,052,960	-	-	26,052,960
International equity fund (non U.S.)	58,888,435	-	-	58,888,435
Global equity fund	17,634,418	-	-	17,634,418
Common/collective trusts	-	1,332,648,448	-	1,332,648,448
Total assets at fair value	\$ 313,339,610	\$ 1,332,648,448	\$ -	\$ 1,645,988,058

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 6. Fair Value Measurements (Continued)

	2011			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 13,502	\$ -	\$ -	\$ 13,502
Registered investment companies:				
Intermediate-term fixed income fund	73,132,177	-	-	73,132,177
Large cap domestic equity funds	72,740,565	-	-	72,740,565
Small/mid cap domestic equity funds	51,123,484	-	-	51,123,484
International equity fund (non U.S.)	36,837,624	-	-	36,837,624
Global equity fund	16,281,188	-	-	16,281,188
Common/collective trusts	-	1,163,334,612	-	1,163,334,612
Total assets at fair value	\$ 250,128,540	\$ 1,163,334,612	\$ -	\$ 1,413,463,152

The following tables set forth additional disclosures of Plan's Level 2 investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31:

	2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trusts:				
Target retirement date trusts (a)	\$ 1,094,687,182	None	Daily	None
Stable value trust (b)	141,403,877	None	Daily	12 months
Index trusts (a)	22,471,081	None	Daily	None
Large cap equity trust (a)	41,752,797	None	Daily	None
Small/Mid cap equity trust (a)	32,333,511	None	Daily	None
Total	\$ 1,332,648,448			

	2011			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trusts:				
Target retirement date trusts (a)	\$ 951,668,422	None	Daily	None
Stable value trust (b)	116,060,417	None	Daily	12 months
Index trusts (a)	59,742,511	None	Daily	None
Large cap equity trust (a)	35,863,262	None	Daily	None
Total	\$ 1,163,334,612			

(a) This category includes high quality, short term securities. Investments in this category can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the net asset value per share of the investments.

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 6. Fair Value Measurements (Continued)

(b) This category includes a stable value trust whose objective is to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions without penalty or adjustment. The trust invests principally in guaranteed investment contracts issued by insurance companies; investment contracts held by banks; structured or synthetic investment contracts issued by banks, insurance companies, and other issuers, as well as the securities supporting such contracts; separate account contracts; and other similar instruments. Investments in this category can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. The fair value of the investments in this category has been estimated using the net asset value per share of the underlying investments. A plan-level total withdrawal from the stable value trust requires 12 months notice to the trustee; however, participants may trade in and out of the trust on a daily basis.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of participant loans per the financial statements to participant loans per Form 5500 at December 31:

	2012	2011
Total notes receivable from participants per the financial statements	\$ 44,579,527	\$ 44,679,350
Deemed distribution notes included in notes receivable from participants on financial statements	(5,070,513)	(4,775,273)
Total participant loans per Form 5500	<u>\$ 39,509,014</u>	<u>\$ 39,904,077</u>

The following is a reconciliation of total net assets per the financial statements to total net assets per Form 5500 at December 31:

	2012	2011
Total net assets per the financial statements	\$ 1,690,069,773	\$ 1,458,514,953
Deemed distribution notes included in notes receivable from participants on financial statements	(5,070,513)	(4,775,273)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	5,828,390	4,047,570
Total net assets per Form 5500	<u>\$ 1,690,827,650</u>	<u>\$ 1,457,787,250</u>

Honda Manufacturing 401(k) Savings Plan

Notes to Financial Statements

Note 8. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of investment income (loss) per the financial statements to the Form 5500 for the years ended December 31:

	2012	2011
Total investment income (loss) per the financial statements	\$ 187,165,254	\$ (15,230,649)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts, current year	5,828,390	4,047,570
Adjustment from contract value to fair value for fully benefit-responsive investment contracts, prior year	(4,047,570)	(3,045,271)
Accrued interest on deemed distribution notes included in notes receivable from participants on financial statements, current year	(639,785)	(630,575)
Accrued interest on deemed distribution notes included in notes receivable from participants on financial statements, prior year	630,575	617,320
Interest income on notes receivable from participants	2,199,885	2,266,083
Total investment income (loss) per Form 5500	<u>\$ 191,136,749</u>	<u>\$ (11,975,522)</u>

The following is a reconciliation of benefits paid to participants or beneficiaries per the financial statements to total benefit payments and deemed distributions per Form 5500 for the years ended December 31:

	2012	2011
Total benefits paid per the financial statements	\$ 57,479,351	\$ 43,577,781
Deemed distribution notes included in notes receivable from participants on financial statements, current year	676,626	852,602
Deemed distribution notes included in notes receivable from participants on financial statements, prior year	(390,595)	(306,679)
Total benefits paid and deemed distributions per Form 5500	<u>\$ 57,765,382</u>	<u>\$ 44,123,704</u>

Note 9. Subsequent Event

In July 2013, the Employers began to take actions to merge the Honda Manufacturing 401(k) Savings Plan into the Honda 401(k) Savings Plan which is anticipated to be effective as of the close of business December 31, 2013. The Employers will become adopting employers of the new plan effective January 1, 2014.

Honda Manufacturing 401(k) Savings Plan

EIN 31-0925242, Plan Number 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b)	(c)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
		Registered investment companies:	
	Dimensional Fund Advisors	US Targeted Value Fund 1,531,626 shares of interest	\$ 26,052,960
	Dodge & Cox	International Stock Fund 1,282,835 shares of interest	44,437,409
	Dodge & Cox	Stock Fund 510,140 shares of interest	62,186,117
	Pacific Investment Management	PIMCO Total Return Instl Fund 7,996,757 shares of interest	89,883,553
*	T. Rowe Price Trust Company	Global Stock Fund 964,156 shares of interest	17,634,418
	Vanguard Fiduciary Trust Company	Primecap Core Inv Fund 1,624,847 shares of interest	24,258,965
	Vanguard Fiduciary Trust Company	Total Bond Market Index Fund 3,104,548 shares of interest	34,429,440
	Vanguard Fiduciary Trust Company	Total International Stock Index Fund 144,251 shares of interest	14,451,026
		Total registered investment companies	313,333,888
		Common/collective trusts:	
	Rainier Investment Management	Small/Mid Cap Equity Collective Trust 865,922 shares of interest	32,333,511
*	T. Rowe Price Trust Company	Stable Value Common Trust Fund 135,575,486 shares of interest	141,403,877
	Vanguard Fiduciary Trust Company	Target Retirement Income Trust Plus 421,687 shares of interest	13,932,547

Honda Manufacturing 401(k) Savings Plan

EIN 31-0925242, Plan Number 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b)	(c)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
	Vanguard Fiduciary Trust Company	Target Retirement 2010 Trust Plus 760,590 shares of interest	25,525,404
	Vanguard Fiduciary Trust Company	Target Retirement 2015 Trust Plus 2,142,710 shares of interest	72,702,152
	Vanguard Fiduciary Trust Company	Target Retirement 2020 Trust Plus 5,584,033 shares of interest	190,918,102
	Vanguard Fiduciary Trust Company	Target Retirement 2025 Trust Plus 7,360,944 shares of interest	253,290,076
	Vanguard Fiduciary Trust Company	Target Retirement 2030 Trust Plus 7,273,036 shares of interest	252,156,142
	Vanguard Fiduciary Trust Company	Target Retirement 2035 Trust Plus 4,327,626 shares of interest	150,947,593
	Vanguard Fiduciary Trust Company	Target Retirement 2040 Trust Plus 2,337,299 shares of interest	81,758,713
	Vanguard Fiduciary Trust Company	Target Retirement 2045 Trust Plus 1,045,152 shares of interest	36,569,869
	Vanguard Fiduciary Trust Company	Target Retirement 2050 Trust Plus 438,379 shares of interest	15,334,500
	Vanguard Fiduciary Trust Company	Target Retirement 2055 Trust Plus 40,436 shares of interest	1,415,662
	Vanguard Fiduciary Trust Company	Target Retirement 2060 Trust Plus 6,475 shares of interest	136,422
	Vanguard Fiduciary Trust Company	Total Stock Market Index Trust 374,518 shares of interest	22,471,081

Honda Manufacturing 401(k) Savings Plan

EIN 31-0925242, Plan Number 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b)	(c)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current Value
	Winslow Capital Management	Winslow Large Cap Growth I 1,832,871 shares of interest	41,752,797
		Total common/collective trusts:	1,332,648,448
		Money market fund:	
	Vanguard Fiduciary Trust Company	Prime Money Market Fund 5,722 shares of interest	5,722
*	Various	Participant Loans Interest rates ranging from 5.25% to 9.50% maturing at various dates through December 2015	44,579,527
			<u>\$ 1,690,567,585</u>

* Denotes party-in-interest.

Note: The above information has been certified as complete and accurate by
T. Rowe Price Trust Company, the trustee of the Plan. Column (d) (Cost) has been
omitted as it is not required under ERISA.

Plan Name	Honda Manufacturing 401(k) Savings Plan
Plan Sponsor EIN	31-0925242
ERISA Plan #	002
Plan Year Ending	December 31, 2012

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	Honda Manufacturing 401(k) Savings Plan
Plan Sponsor EIN	31-0925242
ERISA Plan #	002
Plan Year Ending	December 31, 2012

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	