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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BOGE NA PENSION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 06/01/1997

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

Z F NORTH AMERICA, INC.

15811 CENTENNIAL DRIVE
NORTHVILLE, MI 48167

ZF NORTH AMERICA, CONNIE RIGHTMER
15811 CENTENNIAL DRIVE
NORTHVILLE, MI 48167

2b Employer Identification Number (EIN)
61-1462969

2c Sponsor's telephone number
734-207-2843

2d Business code (see instructions)
339900

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	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] 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**	196
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**	0
b	Retired or separated participants receiving benefits	**6b**	39
c	Other retired or separated participants entitled to future benefits	**6c**	145
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	184
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	7
f	Total. Add lines **6d** and **6e**.	**6f**	191
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
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:
1I 3D

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)** [X] 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)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
BOGE NA PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
Z F NORTH AMERICA, INC.

D Employer Identification Number (EIN)
61-1462969

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2 Assets:

a Market value	**2a**	4345059
b Actuarial value	**2b**	4345059

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	40	1833656
b For terminated vested participants	**3b**	156	2727521
c For active participants:			
(1) Non-vested benefits	**3c(1)**		0
(2) Vested benefits	**3c(2)**		0
(3) Total active	**3c(3)**	0	0
d Total	**3d**	196	4561177

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.41 %
6 Target normal cost	**6**	0

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

07/28/2014
Date

CHARLES SCHNEIDER
Type or print name of actuary

14-02627
Most recent enrollment number

SCHNEIDER MALE & STRAKOWSKI CO, EA
Firm name

513-984-6100
Telephone number (including area code)

4520 COOPER RD STE 203
CINCINNATI, OH 45242
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	26100
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	26100
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 4.86 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		123746
	b Interest on (a) using prior year's effective interest rate of 6.41 % except as otherwise provided (see instructions)		7932
	c Total available at beginning of current plan year to add to prefunding balance		131678
	d Portion of (c) to be added to prefunding balance		123746
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	123746

Part III Funding Percentages

14	Funding target attainment percentage	14	92.54 %
15	Adjusted funding target attainment percentage	15	92.54 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.09 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/15/2013	30000	0			
06/20/2013	30000	0			
			Totals ► 18(b)	60000	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	58697

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	2
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	339864	114031
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	114031

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	114031	114031

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	58697

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	58697
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	58697
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BOGE NA PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
Z F NORTH AMERICA, INC.

D Employer Identification Number (EIN)
61-1462969

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

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

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

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

COMERICA TRUST CO.

411 LAFAYETTE
DETROIT, MI 48226

38-1998421

(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?
21 24	NONE	54146	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

(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 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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BOGE NA PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
Z F NORTH AMERICA, INC.

D Employer Identification Number (EIN)
61-1462969

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	17164	24505
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	529568	475610
(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)	1659867	1581587
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	2056475	2708970
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	81985	28589
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	4345059	4819261
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 through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4345059	4819261

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)	60000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		60000
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)	73905	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		73905
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	44345	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		44345
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3276784	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3037644	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		239140
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	310535	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		310535

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		727925
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	199577	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		199577
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	54146	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		54146
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		253723
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		474202
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: CLARK SCHAEFER & HACKETT, CO. **(2)** EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BOGE NA PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
Z F NORTH AMERICA, INC.

D Employer Identification Number (EIN)
61-1462969

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 38-1998421

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** 1

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

Boge N. A. Pension Plan

Financial Statements

And

Supplemental Schedule

December 31, 2013 and 2012

(with Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

The Plan Administrator
Boge N.A. Pension Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Boge N.A. Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Comerica Bank, 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, 2013 and 2012, 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 these financial statements.

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cincinnati, oh 45202

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f. 513.241.1212

Other Matters

The supplemental schedule of assets (held at end of year) as of December 31, 2013 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 the supplemental schedule.

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

The form and content included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 15, 2014

Boge N.A. Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Investments, at fair value:		
Cash and equivalents	$ 475,610	529,568
Municipal and exempt obligations	1,045,804	1,156,406
Mutual funds	28,589	81,985
Common stocks	2,708,970	2,056,475
Corporate obligations	535,783	503,461
	4,794,756	4,327,895
Receivables:		
Interest and dividends	24,505	23,009
Total assets	4,819,261	4,350,904
Liability due to brokers	-	5,845
Net assets available for benefits	$ 4,819,261	4,345,059

See accompanying notes to financial statements

Boge N.A. Pension Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	2013	2012
Additions:		
Employer contribution	$ 60,000	161,700
Interest and dividend income	118,250	97,324
Net appreciation in fair value of investments	549,675	142,835
Total additions	727,925	401,859
Deductions:		
Benefits paid	199,577	124,716
Administrative expenses	54,146	39,245
Total deductions	253,723	163,961
Net increase	474,202	237,898
Net assets available for benefits:		
Beginning of year	4,345,059	1,706,236
Transfer In	-	2,400,925
End of year	$ 4,819,261	4,345,059

See accompanying notes to financial statements

1. DESCRIPTION OF PLAN:

The following description of the Boge N.A. Pension Plan (Plan) (formerly the Boge North America Hourly Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of Plan provisions.

General

The Plan is a noncontributory defined benefit pension plan that covers substantially all hourly employees of ZF North America, Inc. – Paris, IL location (Company) represented by the collective bargaining agreement with the United Auto Workers Local No. 2343. Effective April 30, 2012, the Boge NA Salaried Plan ("Salaried Plan") was merged into the Plan. Upon the merger, the Plan also covers all salaried employees of the Company. The Plan was renamed the Boge N.A. Pension Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The ZF North America, Inc. – Paris, IL location was closed in 2009; the Parent Company, ZF North America Inc. now sponsors the Plan and as of the date of issuance has no plans to terminate the Plan.

Contributions

The Sponsor contributes amounts as actuarially determined in order to provide assets sufficient to meet the benefits to be paid to plan participants. The Plan has met the ERISA minimum funding requirements.

Eligibility and benefits

Employees were eligible to participate in the Plan upon completion of one year of service with the Company. Monthly benefits are based upon years of service and the benefit rate in effect when a participant ceased employment. Effective December 31, 2007, the Plan was frozen. Prior to the merger, the Salaried Plan was frozen effective December 31, 2003.

Vesting

When the Paris, IL plant closed, all active participants became fully vested.

Pension benefits

Retiring participants are entitled to monthly pension benefits beginning at normal retirement age (65) equal to a set benefit formula multiplied by the participant's years of service. The Plan permits early retirement after age 55 upon completing 10 years of service. Participants electing early retirement receive reduced benefits. The normal form of payment of retirement benefits under the Plan to an unmarried participant is a single life annuity.

The normal form of payment of retirement benefits under the Plan to a married participant is a qualified joint and survivor annuity. Optional benefit payment forms are available.

Death benefits are available to a participant's beneficiary or surviving spouse. The form of death benefit is dependent upon the deceased participant's age, marital status and vested percentage.

A participant who became totally disabled while still actively employed by the Company and who had at least fifteen years of vesting service was eligible for a monthly disability benefit, less any benefit the participant receives from other pensions, as defined in the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of presentation
The accompanying financial statements are presented on the accrual basis of accounting.

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 4 for discussion of fair value measurements.

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. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial present value of accumulated plan benefits
Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on employees' years of credited service times a benefit rate. The accumulated plan benefits for the active employees were also based on their years of credited service times a benefit rate. Benefit payments under all circumstances - retirement, death, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Administrative expenses
The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation in fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Payment of benefits
Benefits are recorded when paid.

Use of estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Subsequent events
The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through September 15, 2014, the date on which the financial statements were available to be issued.

3. INVESTMENTS:

At December 31, 2013 and 2012, investments that represent 5 percent or more of Plan net assets are as follows:

	2013	2012
Comerica Short Term Fund	$ 475,610	529,568

During 2013 and 2012, investments (including gains and losses in investments bought, sold, and held during the year) appreciated in value by $549,675 and $142,835. Investments appreciated (depreciated) in value at December 31 as follows:

	2013	2012
Municipal Obligations	$ (74,177)	43,297
Corporate Obligations	(41,103)	(988)
Common Stocks	664,345	100,526
Mutual Funds	610	-
	$ 549,675	142,835

4. FAIR VALUE MEASURMENTS:

Financial Accounting Standard Board (FASB) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described 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 or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Corporate, municipal and exempt obligations: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issues with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

Common stocks: Valued at the closing price reported on the stock exchange.

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

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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 investments at fair value as of December 31, 2013 and 2012:

	Investments at fair value as of December 31, 2013			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 475,610	$ 475,610	-	-
Municipal & exempt obligations:				
Fixed	1,045,804	-	1,045,804	-
Corporate obligations:				
Fixed	434,777	-	434,777	-
Collateralized	83,855	-	83,855	-
Mortgage backed securities	17,151	-	17,151	-
Total corporate obligations	535,783	-	535,783	-
Common stocks:				
Consumer discretionary	495,890	495,890	-	-
Consumer staples	108,548	108,548	-	-
Energy	275,374	275,374	-	-
Financials	300,052	300,052	-	-
Healthcare	378,326	378,326	-	-
Industrials	364,866	364,866	-	-
Information technology	565,762	565,762	-	-
Materials	95,965	95,965	-	-
Telecommunication services	25,479	25,479	-	-
Utilities	54,553	54,553	-	-
Foreign	44,155	44,155	-	-
Total common stocks	2,708,970	2,708,970	-	-
Mutual funds:				
Real estate investment funds	28,589	28,589	-	-
Total investments at fair value	$ 4,794,756	$ 3,213,169	1,581,587	-

	Investments at fair value as of December 31, 2012			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 529,568	$ 529,568	-	-
Municipal & exempt obligations	1,156,406	-	1,156,406	-
Corporate obligations:				
Fixed	481,673	-	481,673	-
Mortgage backed securities	21,788	-	21,788	-
Total corporate obligations	503,461	-	503,461	-
Common stocks:				
Consumer discretionary	266,134	266,134	-	-
Consumer staples	112,452	112,452	-	-
Energy	243,727	243,727	-	-
Financials	209,732	209,732	-	-
Healthcare	274,487	274,487	-	-
Industrials	303,336	303,336	-	-
Information technology	362,622	362,622	-	-
Materials	70,379	70,379	-	-
Other	44,341	44,341	-	-
Telecommunication services	81,835	81,835	-	-
Utilities	31,305	31,305	-	-
Foreign	56,125	56,125	-	-
Total common stocks	2,056,475	2,056,475	-	-
Mutual funds:				
Real estate investment funds	81,985	81,985	-	-
Total investments at fair value	$ 4,327,895	$ 2,668,028	1,659,867	-

5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:

An independent actuary calculated the present value of future Plan benefits. Benefits payable are included to the extent that they are deemed attributable to participant service rendered as of the valuation date. Significant assumptions underlying the actuarial computation as of January 1, 2013 include: (a) retirement mortality rates were based on the RP 2013 table; (b) retirement age of 65; and (c) rate of return on investments of 3.80%. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present values of accumulated Plan benefits are as follows:

	January 1, 2013
Vested benefits:	
Participants currently receiving payments	$ 1,833,656
Other participants	2,727,521
Non-vested benefits	-
Total actuarial present value of accumulated Plan benefits	$ 4,561,177

The changes in the actuarial present value of accumulated Plan benefits for the year ended January 1, 2013 are as follows:

	January 1, 2013
Actuarial present value of accumulated Plan benefits, beginning of period	$ 4,919,308
Increase (decrease) during year attributable to:	
Change in discount period	310,070
Benefits accumulated	80,024
Change in assumptions	(584,200)
Benefits paid – salary plan before merger	(39,309)
Benefits paid – after merger	(124,716)
Actuarial present value of accumulated Plan benefits, end of period	$ 4,561,177

The change in actuarial assumptions reflects changes in expected withdrawals, terminations, retirement mortality rates, and funding changes mandated by the new law (MAP21). Specifically, the decrease was due to the increase in the effective discount rate used to value the Plan liabilities, from 5.65% at January 1, 2012 to 6.41% at January 1, 2013.

6. PLAN TERMINATION:

While the Company has not expressed the intent to terminate the Plan or to discontinue contributions, it has the right to do so at any time, subject to the provisions set forth in ERISA.

If the termination is the result of the bankruptcy, or near bankruptcy of the Company and Plan assets are not adequate to pay all vested benefits before termination, the Pension Benefit Guaranty Corporation (the PBGC) will take over the Plan and pay those benefits the PBGC guarantees.

In this case, some participants may receive a smaller benefit than if the Plan had continued. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits, as described in the Plan, and the level of benefits guaranteed by the PBGC at that time. If, however, the Plan is terminated for any reason other than bankruptcy or the near bankruptcy of the Company and the Plan has insufficient assets, the Company will be required to pay to the Plan an amount that, together with the Plan assets, will satisfy all benefits accumulated to the date of the Plan termination.

7. RISKS AND UNCERTAINTIES:

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 change could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to the uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

8. INFORMATION CERTIFITED BY PLAN TRUSTEE:

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information included on the statements of net assets available for benefits, the statement of changes in net assets available for benefits and the supplemental schedule of assets (held at end of year), certified by Comerica Bank, the trustee of the Plan, as complete and accurate, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

9. RELATED PARTY TRANSACTIONS:

The Plan holds an investment in the Comerica Short Term Fund. As Comerica is the trustee of the Plan, these transactions qualify as party-in-interest transactions.

10. INCOME TAX STATUS:

The Internal Revenue Service issued a favorable determination letter dated July 10, 2012, stating that the Plan is designed in accordance with applicable sections of the Internal Revenue Code. The Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

11. SUBSEQUENT EVENT:

In September 2014, participants will be offered a one-time opportunity to receive their pension in a single lump sum, if the lump sum is less than $50,000, to be paid in December 2014. The lump sum option will not be available if it is not elected by October 31, 2014. Under this special Lump Sum Program, eligible participants may take their benefit in a cash lump sum, roll over the lump sum to an IRA or another employer retirement plan, or elect a monthly annuity beginning immediately.

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
*	COMERICA SHORT TERM FUND	475,610	$ 475,610	475,610
	TOTAL CASH AND CASH EQUIVALENTS		475,610	475,610
	YALE UNIV MEDIUM TERM NTS BOOK E 2.9% 2014	13,000	13,460	13,256
	FEDERAL NATL MTG ASSN POOL 6% 2035	15,300	15,362	17,151
	FEDERAL NATL MTG ASSN CMO 5% 2034	78,324	85,227	83,854
	COLGATE PALMOLIVE CO MEDIUM 3.15% 2015	50,000	54,047	52,067
	PROCTER & GAMBLE CO NT 3.15% 2015	50,000	53,421	52,110
	GENERAL ELECTRIC 5.25% 2017	75,000	75,062	84,896
	BERKSHIRE HATHAWAY 1.55% 2018	25,000	25,209	24,719
	ARCHER DANIELS MIDLAND CO 6.45% 2038	100,000	102,365	116,354
	ORACLE CORPORATION 6.5% 2038	75,000	78,461	91,376
	TOTAL CORP OBLIGATIONS		502,613	535,783
	GRANT CNTY WA PUB UTIL DIST REF-TAXABLE- Ser Z 5.17 2015	25,000	27,264	25,938
	HUDSON CNTY NJ IMPT AUTH 4.75 2015	10,000	9,945	10,058
	HARRIS CNTY TEX REF-TAXABLE-PERM IMPT-SER B .823% 2016	25,000	25,115	24,799
	HONOLULU HI CITY & CNTY TAXABLE-SER F 2.212% 2020	25,000	25,571	23,441
	OKLAHOMA CAP IMP AUTH ST HWY CAP BUILD AMERICA BONDS SER A 4.392% 2020	50,000	50,000	51,581
	FLORIDA ST BULD AMERICA BONDS TAXABLE-B 5.991% 2019	25,000	25,000	27,164
	WORCESTER MA PENSION FDG LN 6.25% 2028	50,000	49,332	53,119
	IDAHO HSG & FIN ASSN SINGLE FAMI SER F-1 CL III 5.125% 2016	50,000	50,885	50,145
	MAINE FIN AUTH WASTE MTR OIL REV TAX SER A 6.75% 2019	50,000	50,000	55,196
	OHIO ST BLDG AUTH TAXABLE-ST FACS-ADMIN BLDG-B BUILD AMERICA BONDS 6.103% 2029	50,000	57,639	52,845
	UNIVERSITY KY GEN RCPTS BULD AMERICA BONDS 5.35% 2029	50,000	49,380	51,020
	UNION CNTY N J IMPT AUTH REV REF-TAXABLE-CNTY GTD-OAKWOOD 6.4% 2020	50,000	51,080	54,606
	MASSACHUSETTS ST DEV FIN AGY REV NORTHEASTERN UNIV ISSUE 4% 2022	100,000	100,244	88,175
	CYPRESS-FAIRBANKS TEX INDPT TAXABLE SCHOOLHOUSE SER B 6.629% 2019	75,000	76,591	83,485
	OLYMPIA WASH 6.743% 2019	50,000	50,000	54,351
	BEXAR CNTY TEX HOSP DIST TAXABLE -CTFS OBLIG-B BUILD AMERICA BONDS 5.413% 2020	25,000	25,000	25,373

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	MASSACHUSETTS ST HSG FIN AGY AMT-HSG SER F 5.7% 2018	40,000	34,638	40,392
	ORLANDO FL CMNTY REDEV AGY TAX 7.784% 2040	80,000	87,935	86,193
	POLK CNTY FL BUILD AMERICA BONDS SER B 5.935% 2040	50,000	51,830	50,816
	MASON CNTY WASH PUB UTIL DIST NO BUILD AMERICA BONDS TAXABLE-SER B 6.347% 2020	75,000	75,000	77,506
	NORTH TEX TWY AUTH REV TAXABLE-SER B BUILD AMER BDS-6.718% 2049	50,000	52,458	59,601
	TOTAL MUNICIPAL AND EXEMPT OBLIGATIONS		1,024,907	1,045,804
	AGCO CORP	247	14,173	14,620
	AT&T INC	428	14,357	15,048
	ADVANCE AUTO PARTS	194	19,785	21,472
	ALASKA AIR GROUP INC	325	9,962	23,845
	ALLGHANY CORP NEW	25	9,681	9,999
	ALLSTATE CORP	491	16,198	26,779
	AMERICAN CORP	553	19,270	19,996
	AMERICAN EAGLE OUTFITTERS	550	9,669	7,920
	AMERICAN FINL GROUP INC OH	257	9,060	14,834
	AMERICAN INTL GROUP INC	557	19,903	28,435
	APPLE INC	157	48,238	88,080
	APPLIED INDUSTRIAL TECH INC	275	10,992	13,500
	APTARGROUP INC	200	11,016	13,562
	APPROACH RES INC	350	8,436	6,755
	AVERY DENNISON CORP	205	8,853	10,289
	AVNET INC	200	7,227	8,822
	BAKER HUGHES INC	417	19,656	23,043
	BEST BUY	375	7,287	14,955
	BIOGEN IDEC INC	73	9,488	20,409
	BOEING CO	283	20,949	38,627
	BOISE CASCADE CO DEL	250	7,499	7,370
	BORG WARNER	458	17,835	25,607
	CAPITAL ONE FINL CORP	320	23,040	24,515
	CAPITAL FED FINL INC	500	6,099	6,055
	CARDINAL HEALTH INC	340	17,574	22,715
	CELGENE CORP	154	10,031	26,021
	CHEVRON CORPORATION	302	28,255	37,723
	CIMAREX ENERGY CO	98	8,983	10,281

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	COCA-COLA ENTERPRISES INC NEW	465	19,196	20,520
	COMCAST CORP CL A	751	22,816	39,026
	CONOCOPHILLIPS	415	23,525	29,320
	CONVERGYS CORP	625	8,794	13,156
	DECKERS OUTDOOR CORP	250	12,200	21,115
	DELEK US HLDGS INC COM	500	12,918	17,205
	DELTA AIR LINES INC DEL	652	7,561	17,910
	DEMAND MEDIA INC COM	725	6,578	4,183
	DISCOVER FINL SVCS	447	18,122	25,010
	DIRECTV	356	19,700	24,585
	DOVER CORP	217	19,510	20,949
	DOW CHEMICAL CO	582	22,878	25,841
	EMCOR GROUP INC	200	5,962	8,488
	EMULEX CORP NEW	1,350	9,337	9,666
	EXPRESS INC	700	10,105	13,069
	EZCORP INC CL A NON VTG	400	9,068	4,676
	EXXON MOBIL CORPORATION	544	37,497	55,053
	FLUOR CORP	296	17,201	23,766
	FLOWSERVE CORP	168	7,928	13,243
	FOOT LOCKER INC	319	8,761	13,219
	GATX CORP	250	10,306	13,043
	GNC HLDGS INC	226	13,112	13,210
	GENERAL ELECTRIC	421	8,687	11,801
	GILEAD SCIENCES INC	189	13,817	14,194
	GOOGLE INC CL A	42	43,200	47,070
	HALLIBURTON CO	181	7,748	9,186
	HILLENBRAND INC	375	8,722	11,033
	HOME DEPOT INC	404	18,002	33,265
	HONEYWELL INTERNATIONAL INC	206	9,508	18,822
	IAC/INTERACTIVECORP	262	9,253	17,987
	ICONIX BRAND GROUP INC	275	4,236	10,918
	ILLINOIS TOOL WKS INC	281	20,550	23,626
	INNOSPEC INC	125	3,786	5,778
	INTEL CORP	386	10,034	10,019
	IBM CORP	71	14,429	13,317
	JPMORGAN CHASE & CO	799	34,785	46,726
	JABIL CIRCUIT INC	575	10,770	10,028

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	JOHNSON & JOHNSON	512	41,594	46,894
	J2 GLOBAL INC	300	7,994	15,003
	KELLY SERVICES INC CL A	425	8,154	10,600
	KENNAMETAL INC	250	10,095	13,018
	KEYCORP	1,883	13,603	25,270
	KFORCE INC	475	7,229	9,719
	KRAFT FOODS GROUP INC	403	20,971	21,726
	KROGER CO	658	15,986	26,011
	KULICKE & SOFFA INDS INC	450	4,461	5,985
	LAM RESH CORP	365	19,734	19,874
	LENDER PROCESSING SERVICES	450	11,203	16,821
	LIFE TECHNOLOGIES CORP	125	5,894	9,475
	LINCOLN NETL CORP IND	426	18,279	21,990
	LORAL SPACE & COMMUNICATIONS INC	125	7,110	10,123
	M/I HOMES INC	525	12,357	13,361
	MAGELLAN HEALTH SVCS INC	225	10,394	13,480
	MARATHON OIL CORP	354	9,850	12,496
	MARATHON PETE CORP	129	11,305	11,833
	MARRIOTT INTL INC NEW CL A	442	17,320	21,813
	MASIMO CORP	550	11,190	16,077
	MATRIX SVC CO	625	9,125	15,269
	MCKESSON CORP	142	11,271	22,919
	MEDNAX INC	150	5,393	8,007
	MENS WAREHOUSE INC	300	9,690	15,324
	MERITAGE HOMES CORP	275	12,462	13,197
	MICROSOFT CORP	1,553	45,682	58,098
	MICROSEMI CORP	675	13,719	16,841
	MIDSTATES PETE CO INC	600	4,338	3,972
	MURPHY USA INC	175	7,604	7,273
	MYLAN LABS INC	538	18,365	23,349
	MYRIAD GENETICS INC	225	5,877	4,721
	NORFOLK SOUTHERN CORP	258	19,742	23,950
	OLIN CORP COM PAR $1	325	6,804	9,376
	OMNICARE INC	356	19,178	21,488
	ORACLE CORPORATION	1,009	30,391	38,604
	PHH CORP	325	6,614	7,914
	PVH CORP	75	6,819	10,202

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	PERKINELMER INC	150	4,225	6,184
	PETROQUEST ENERGY INC	1,450	8,463	6,264
	PFIZER INC	1,580	33,850	48,395
	PINNACLE WEST CAPITAL CORP	297	15,709	15,717
	POLYCOM INC	900	9,451	10,107
	PREMIERE GLOBAL SERVICES INC	900	7,975	10,431
	PROCTER & GAMBLE CO	262	20,041	21,329
	PROGRESS SOFTWARE CORP	400	9,285	10,332
	PUBLIC SVC ENTERPRISE GROUP INC	588	19,090	18,840
	PLUTE HOMES INC	523	9,444	10,653
	QUALCOMM INC	348	24,920	25,839
	RAYTHEON COMPANY	307	17,368	27,845
	REGAL ENTERTAINMENT GROUP CL A	825	11,466	16,046
	ROCKWELL AUTOMATION INC	93	10,569	10,989
	ROVI CORP	500	9,433	9,845
	RYDER SYSTEMS INC	125	6,331	9,222
	ST JUDE MED INC	373	19,751	23,107
	SENSIENT TECHNOLOGIES CORP	175	6,554	8,491
	SKYWORKS SOLUTIONS INC	525	13,200	14,994
	JM SMUCKER COMPANY-NEW	183	18,352	18,962
	STARZ	500	8,740	14,620
	STARWOOD HOTELS & RESORT COM	283	19,301	22,484
	STATE STREET CORP	335	19,597	24,586
	STONE ENERGY CORP	425	8,960	14,701
	SUPERIOR INDS INTL INC	325	6,063	6,705
	TRW AUTOMOTIVE HOLDINGS CORP	164	7,807	12,200
	TERADYNE INC	525	8,332	9,250
	TEXAS INSTRS INC	571	22,043	25,073
	THERMO FISHER SCIENTIFIC INC	180	13,853	20,043
	TIFFANY & CO	112	10,201	10,391
	TRIQUINT SEMICONDUCTOR INC	2,300	11,426	19,182
	TRIUMPH GROUP INC NEW	175	12,270	13,312
	VERINT SYSTEMS INC	227	9,629	9,747
	VIACOM INC NEW CL B	274	22,346	23,931
	VISHAY INTERTECHNOLOGY	850	9,653	11,271
	VISTEON CORP	175	11,433	14,331
	WALTER INVT MGMT CORP	465	15,457	16,442

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	WELLPOINT INC	115	10,101	10,625
	WESTERN DIGITAL CORP	293	19,073	24,583
	WESTERN REFNG INC	400	12,387	16,964
	WESTLAKE CHEMICAL CORP	125	7,887	15,259
	WHIRLPOOL CORP	152	16,993	23,843
	WHITING PETE CORP NEW	150	8,685	9,280
	YAHOO INC	465	9,469	18,805
	ZIMMER HOLDINGS INC	217	11,939	20,222
	TOTAL DOMESTIC COMMON STOCK		2,041,037	2,664,815
	FIRST MAJESTIC SILVER CORP	525	7,722	5,145
	ASPEN INSURANCE HOLDINGS LTD	400	11,776	16,524
	COVIDIEN PLC	202	9,909	13,756
	MONTPELIER RE HOLDINGS INC	300	6,262	8,730
	TOTAL FOREIGN STOCK		35,669	44,155
	EXTRA SPACE STORAGE INC	347	14,724	14,619
	MID-AMER APARTMENT CMNTYS INC	230	15,407	13,970
	TOTAL MUTUAL FUNDS		30,131	28,589
	GRAND TOTAL		$ 4,109,967	$ 4,794,756

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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
BOGE NA Pension Plan

1b Three-digit plan number (PN) ► 002

1c Effective date of plan 06/01/1997

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

Z F North America, Inc.

15811 Centennial Drive

US Northville MI 48167

2b Employer Identification Number (EIN)
61-1462969

2c Sponsor's telephone number
(734) 207-2843

2d Business code (see instructions)
339900

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	Connie Rightmer	9/22/2014	Connie Rightmer
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			Same
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [x] 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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	196
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**	0
b Retired or separated participants receiving benefits	**6b**	39
c Other retired or separated participants entitled to future benefits	**6c**	145
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	184
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	7
f Total. Add lines **6d** and **6e**	**6f**	191
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
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:

1I 3D

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)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [x] Trust	(3) [x] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

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

a Pension Schedules	**b** General Schedules
(1) [x] **R** (Retirement Plan Information)	(1) [x] **H** (Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] **I** (Financial Information - Small Plan)
	(3) [ ] ____ **A** (Insurance Information)
	(4) [x] **C** (Service Provider Information)
(3) [x] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan	B Three-digit plan number (PN) ▶	
BOGE NA Pension Plan		002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
Z F North America, Inc.		61-1462969

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2	Assets:			
	a Market value		2a	4,345,059
	b Actuarial value		2b	4,345,059
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	40	1,833,656
	b For terminated vested participants	3b	156	2,727,521
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		0
	(3) Total active	3c(3)	0	0
	d Total	3d	196	4,561,177
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5	Effective interest rate		5	6.41 %
6	Target normal cost		6	0

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary — Date: 07/28/2014

Charles Schneider
Type or print name of actuary

14-02627
Most recent enrollment number

Schneider Male & STrakowski Co, EA
Firm name

(513) 984-6100
Telephone number (including area code)

4520 Cooper Rd Ste 203
US Cincinnati OH 45242
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	26,100
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	26,100
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 4.86%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		123,746
	b Interest on (a) using prior year's effective interest rate of 6.41% except as otherwise provided (see instructions)		7,932
	c Total available at beginning of current plan year to add to prefunding balance		131,678
	d Portion of (c) to be added to prefunding balance		123,746
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	123,746

Part III Funding Percentages

14	Funding target attainment percentage	14	92.54 %
15	Adjusted funding target attainment percentage	15	92.54 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.09 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/15/2013	30,000				
06/20/2013	30,000				
			Totals ▶ 18(b)	60,000	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	58,697

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used To Determine Funding Target and Target Normal Cost

21 Discount rate:

	1st segment:	2nd segment:	3rd segment:	
a Segment rates:	4.94 %	6.15 %	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	2
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	339,864	114,031
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month_____ Day_____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	114,031

	Carryover balance	Prefunding Balance	Total balance
35 Balances elected for use to offset funding requirement	0	114,031	114,031

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	58,697
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	58,697
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	58,697
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Schedule 5500-SB- 12/31/2013 EIN: 61-1462969 PN 002

BOGE NA Pension Plan

SUMMARY OF PLAN PROVISIONS

Plan Administrator: Z F North America, Inc. - Northville, Mi.
Plan Trustees: Comerica Bank & Trust
Effective Date: June 1, 1997
Valuation Date: December 31
Plan Year: January 1 - December 31
Employer Identification No.: 61-1462969 **Plan No.:** 002

Plant Shutdown: (2009) Paris ,Il. enitre plant closed in 2009. **No active employees.**
Merged plan April 30, 2012: Frozen BOGE Salaried Plan merged into this plan in 2012.

Eligibility Requirements: Union Employees covered by CBA of UAW Local # 2343.
Period of Service: A period of time that starts with employment date and ends with termination date.

1-year Period of Service: 12-consecutive month Period of Service.

Minimum Age: **Entry Date:** Upon completion of 1-Yr Service & Age 17 +.

Hourly Svc. Pension Amount @ NRD For each Year of Service (and monthly fractions thereof):
Monthly Benefit Formula: *effective retroactive if 1+ Hrs Serv. After change date.

4/6/ YR to 4/5/Yr		Pen/Mon	4/6/ YR to 4/5/Yr			4/6/ YR to 4/5/Yr		
1996	1997	$13.25	2000	2001	$16.50	2005	2006	$22.50
1997	1998	$13.50	2001	2002	$18.00	2006	2007	$23.00
1998	1999	$13.75	2002	2003	$20.00	**2007**	**"Dec 07**	**$23.50**
1999	2000	$15.00	2003	2004	$21.00	**Benefits frozen at 12/31/2007.**		
			2004	2005	$22.00			

Years before April 6, 1996 are excluded. & covered by prior plan.

Merged Salary & pre-96 Hourly Plan Hourly Service (Pre-1996) Frozen: Acrd. Ben As per records.
Salaried Service Frozen Dec. 2003. Acrd. Ben as per records

Vesting Requirements: - - - - - - - - *Vesting Schedule* - - - - - - - -

Credited Years of Service	1	2	3	4	5
Vested Percent	0%	0%	0%	0%	100%

Normal Retirement Age: Age 65 - 1st of month following.

Early Retirement Benefit: Elig after age 55 + 10 Years of Service.
Hourly pension is reduced by 1/2% (0.005) per month
Merged Pre-96 Salaried Plan reduced by 0.5% per month
for each month prior to age 65 NRD.

Disability Retirement: If disabled while employed and after 15 Years of Service, $150 per month disability pension, until Normal or Early Retirement, if elected. Disability pensions are reduced by Workers Comp, or other disability benefits provided by employer.

Vested Distributions: A vested terminated participant may have small pensions valued under $5,000 paid as a lump sum at administrator's option. If value over $5,000, pension is deferred until early or normal retirement election.

Optional of Pension Normal: Life only pension - payable monthly.
Joint & 50%, 75%, or 100% Spouse survivor.
Life with 120 Months payment guaranteed.

Actuarial Equivalent: Alternate forms & dates of commencement are based on 94 GARU Table with interest at 6.0% Hrly and 6.5% Salaried.

Pre-Retirement Death Benefit: If married, 50% Spouse survivor pension.
If not married, no death benefit.

Z F Group NAO former BOGE Employees
MERGED PENSION PLAN

Statement of Actuarial Assumptions and Method
Plan Year: 1/1/2013 to 12/31/2013
Valuation Date: 1/1/2013

	For Funding Min	Max	For 417(e)	For Actuarial Equiv.
Interest Rates	Seg 1 4.94%	1.69%	Seg 1 1.13%	Pre-Retirement 6.00%
	Seg 2 6.15%	4.53%	Seg 2 3.71%	Post-Retirement 6.00%
	Seg 3 6.76%	5.60%	Seg 3 4.52%	
Pre-Retirement				
Turnover	None		None	None
Mortality	Male-modified RP2000 combined healthy male projected 28 & 20 yrs Female-modified RP2000 combined healthy female projected 28 & 20 yrs		None	None
Assumed Ret Age	Normal retirement age Earlier of 65 and 5 years of service or 65 and 5 years of participation			Normal retirement age Earlier of 65 and 5 years of service or 65 and 5 years of participation
Post-Retirement				
Mortality	Male-modified RP2000 combined healthy male projected 28 & 20 yrs Female-modified RP2000 combined healthy female projected 28 & 20 yrs		2013 Applicable Mortality Table from Rev Rul 2006-67	GAR 94 Projctd to 2002 scale AA 50%M/50%F
Assumed Benefit Form For Funding			Normal Form	
Calculated Effective Interest Rate			6.41%	

An actuarial value of assets is used for funding purposes. This year the actuarial value of assets is 100.0% of the market value of assets.

5500-SB attachment for Ret Age Assumption

Item: SB #22

Year ending: Dec 31, 2013

BOGE NA Pension **Plan # 002** **EIN: 61-1462969**

No active employees. Vested Deferred assumed to retire at age 65, or current age if older.

Attachment to 2013 Schedule SB, line 32 - Schedule of Amortization Bases - EIN: 61-1462969 PN: 002

Z F Group NAO former BOGE Employees
MERGED PENSION PLAN

Shortfall Amortization
Plan Year: 1/1/2013 to 12/31/2013
Valuation Date: 1/1/2013

Valuation Date	Amortization Method	Number of Future Installments	Installment	Value of Future Installments
01/01/2008	7-year	2	$9,129	$17,828
01/01/2009	7-year	3	$119,275	$341,245
01/01/2010	7-year	4	$(66,263)	$(246,917)
01/01/2011	7-year	5	$97,817	$445,155
01/01/2012	7-year	6	$(82,602)	$(437,203)
01/01/2013	7-year	7	$36,675	$219,756
Total			$114,031	$339,864

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
*	COMERICA SHORT TERM FUND	475,610	$ 475,610	475,610
	TOTAL CASH AND CASH EQUIVALENTS		475,610	475,610
	YALE UNIV MEDIUM TERM NTS BOOK E 2.9% 2014	13,000	13,460	13,256
	FEDERAL NATL MTG ASSN POOL 6% 2035	15,300	15,362	17,151
	FEDERAL NATL MTG ASSN CMO 5% 2034	78,324	85,227	83,854
	COLGATE PALMOLIVE CO MEDIUM 3.15% 2015	50,000	54,047	52,067
	PROCTER & GAMBLE CO NT 3.15% 2015	50,000	53,421	52,110
	GENERAL ELECTRIC 5.25% 2017	75,000	75,062	84,896
	BERKSHIRE HATHAWAY 1.55% 2018	25,000	25,209	24,719
	ARCHER DANIELS MIDLAND CO 6.45% 2038	100,000	102,365	116,354
	ORACLE CORPORATION 6.5% 2038	75,000	78,461	91,376
	TOTAL CORP OBLIGATIONS		502,613	535,783
	GRANT CNTY WA PUB UTIL DIST REF-TAXABLE- Ser Z 5.17 2015	25,000	27,264	25,938
	HUDSON CNTY NJ IMPT AUTH 4.75 2015	10,000	9,945	10,058
	HARRIS CNTY TEX REF-TAXABLE-PERM IMPT-SER B .823% 2016	25,000	25,115	24,799
	HONOLULU HI CITY & CNTY TAXABLE-SER F 2.212% 2020	25,000	25,571	23,441
	OKLAHOMA CAP IMP AUTH ST HWY CAP BUILD AMERICA BONDS SER A 4.392% 2020	50,000	50,000	51,581
	FLORIDA ST BULD AMERICA BONDS TAXABLE-B 5.991% 2019	25,000	25,000	27,164
	WORCESTER MA PENSION FDG LN 6.25% 2028	50,000	49,332	53,119
	IDAHO HSG & FIN ASSN SINGLE FAMI SER F-1 CL III 5.125% 2016	50,000	50,885	50,145
	MAINE FIN AUTH WASTE MTR OIL REV TAX SER A 6.75% 2019	50,000	50,000	55,196
	OHIO ST BLDG AUTH TAXABLE-ST FACS-ADMIN BLDG-B BUILD AMERICA BONDS 6.103% 2029	50,000	57,639	52,845
	UNIVERSITY KY GEN RCPTS BULD AMERICA BONDS 5.35% 2029	50,000	49,380	51,020
	UNION CNTY N J IMPT AUTH REV REF-TAXABLE-CNTY GTD-OAKWOOD 6.4% 2020	50,000	51,080	54,606
	MASSACHUSETTS ST DEV FIN AGY REV NORTHEASTERN UNIV ISSUE 4% 2022	100,000	100,244	88,175
	CYPRESS-FAIRBANKS TEX INDPT TAXABLE SCHOOLHOUSE SER B 6.629% 2019	75,000	76,591	83,485
	OLYMPIA WASH 6.743% 2019	50,000	50,000	54,351
	BEXAR CNTY TEX HOSP DIST TAXABLE -CTFS OBLIG-B BUILD AMERICA BONDS 5.413% 2020	25,000	25,000	25,373

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	MASSACHUSETTS ST HSG FIN AGY AMT-HSG SER F 5.7% 2018	40,000	34,638	40,392
	ORLANDO FL CMNTY REDEV AGY TAX 7.784% 2040	80,000	87,935	86,193
	POLK CNTY FL BUILD AMERICA BONDS SER B 5.935% 2040	50,000	51,830	50,816
	MASON CNTY WASH PUB UTIL DIST NO BUILD AMERICA BONDS TAXABLE-SER B 6.347% 2020	75,000	75,000	77,506
	NORTH TEX TWY AUTH REV TAXABLE-SER B BUILD AMER BDS-6.718% 2049	50,000	52,458	59,601
	TOTAL MUNICIPAL AND EXEMPT OBLIGATIONS		1,024,907	1,045,804
	AGCO CORP	247	14,173	14,620
	AT&T INC	428	14,357	15,048
	ADVANCE AUTO PARTS	194	19,785	21,472
	ALASKA AIR GROUP INC	325	9,962	23,845
	ALLGHANY CORP NEW	25	9,681	9,999
	ALLSTATE CORP	491	16,198	26,779
	AMERICAN CORP	553	19,270	19,996
	AMERICAN EAGLE OUTFITTERS	550	9,669	7,920
	AMERICAN FINL GROUP INC OH	257	9,060	14,834
	AMERICAN INTL GROUP INC	557	19,903	28,435
	APPLE INC	157	48,238	88,080
	APPLIED INDUSTRIAL TECH INC	275	10,992	13,500
	APTARGROUP INC	200	11,016	13,562
	APPROACH RES INC	350	8,436	6,755
	AVERY DENNISON CORP	205	8,853	10,289
	AVNET INC	200	7,227	8,822
	BAKER HUGHES INC	417	19,656	23,043
	BEST BUY	375	7,287	14,955
	BIOGEN IDEC INC	73	9,488	20,409
	BOEING CO	283	20,949	38,627
	BOISE CASCADE CO DEL	250	7,499	7,370
	BORG WARNER	458	17,835	25,607
	CAPITAL ONE FINL CORP	320	23,040	24,515
	CAPITAL FED FINL INC	500	6,099	6,055
	CARDINAL HEALTH INC	340	17,574	22,715
	CELGENE CORP	154	10,031	26,021
	CHEVRON CORPORATION	302	28,255	37,723
	CIMAREX ENERGY CO	98	8,983	10,281

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	COCA-COLA ENTERPRISES INC NEW	465	19,196	20,520
	COMCAST CORP CL A	751	22,816	39,026
	CONOCOPHILLIPS	415	23,525	29,320
	CONVERGYS CORP	625	8,794	13,156
	DECKERS OUTDOOR CORP	250	12,200	21,115
	DELEK US HLDGS INC COM	500	12,918	17,205
	DELTA AIR LINES INC DEL	652	7,561	17,910
	DEMAND MEDIA INC COM	725	6,578	4,183
	DISCOVER FINL SVCS	447	18,122	25,010
	DIRECTV	356	19,700	24,585
	DOVER CORP	217	19,510	20,949
	DOW CHEMICAL CO	582	22,878	25,841
	EMCOR GROUP INC	200	5,962	8,488
	EMULEX CORP NEW	1,350	9,337	9,666
	EXPRESS INC	700	10,105	13,069
	EZCORP INC CL A NON VTG	400	9,068	4,676
	EXXON MOBIL CORPORATION	544	37,497	55,053
	FLUOR CORP	296	17,201	23,766
	FLOWSERVE CORP	168	7,928	13,243
	FOOT LOCKER INC	319	8,761	13,219
	GATX CORP	250	10,306	13,043
	GNC HLDGS INC	226	13,112	13,210
	GENERAL ELECTRIC	421	8,687	11,801
	GILEAD SCIENCES INC	189	13,817	14,194
	GOOGLE INC CL A	42	43,200	47,070
	HALLIBURTON CO	181	7,748	9,186
	HILLENBRAND INC	375	8,722	11,033
	HOME DEPOT INC	404	18,002	33,265
	HONEYWELL INTERNATIONAL INC	206	9,508	18,822
	IAC/INTERACTIVECORP	262	9,253	17,987
	ICONIX BRAND GROUP INC	275	4,236	10,918
	ILLINOIS TOOL WKS INC	281	20,550	23,626
	INNOSPEC INC	125	3,786	5,778
	INTEL CORP	386	10,034	10,019
	IBM CORP	71	14,429	13,317
	JPMORGAN CHASE & CO	799	34,785	46,726
	JABIL CIRCUIT INC	575	10,770	10,028

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	JOHNSON & JOHNSON	512	41,594	46,894
	J2 GLOBAL INC	300	7,994	15,003
	KELLY SERVICES INC CL A	425	8,154	10,600
	KENNAMETAL INC	250	10,095	13,018
	KEYCORP	1,883	13,603	25,270
	KFORCE INC	475	7,229	9,719
	KRAFT FOODS GROUP INC	403	20,971	21,726
	KROGER CO	658	15,986	26,011
	KULICKE & SOFFA INDS INC	450	4,461	5,985
	LAM RESH CORP	365	19,734	19,874
	LENDER PROCESSING SERVICES	450	11,203	16,821
	LIFE TECHNOLOGIES CORP	125	5,894	9,475
	LINCOLN NETL CORP IND	426	18,279	21,990
	LORAL SPACE & COMMUNICATIONS INC	125	7,110	10,123
	M/I HOMES INC	525	12,357	13,361
	MAGELLAN HEALTH SVCS INC	225	10,394	13,480
	MARATHON OIL CORP	354	9,850	12,496
	MARATHON PETE CORP	129	11,305	11,833
	MARRIOTT INTL INC NEW CL A	442	17,320	21,813
	MASIMO CORP	550	11,190	16,077
	MATRIX SVC CO	625	9,125	15,269
	MCKESSON CORP	142	11,271	22,919
	MEDNAX INC	150	5,393	8,007
	MENS WAREHOUSE INC	300	9,690	15,324
	MERITAGE HOMES CORP	275	12,462	13,197
	MICROSOFT CORP	1,553	45,682	58,098
	MICROSEMI CORP	675	13,719	16,841
	MIDSTATES PETE CO INC	600	4,338	3,972
	MURPHY USA INC	175	7,604	7,273
	MYLAN LABS INC	538	18,365	23,349
	MYRIAD GENETICS INC	225	5,877	4,721
	NORFOLK SOUTHERN CORP	258	19,742	23,950
	OLIN CORP COM PAR $1	325	6,804	9,376
	OMNICARE INC	356	19,178	21,488
	ORACLE CORPORATION	1,009	30,391	38,604
	PHH CORP	325	6,614	7,914
	PVH CORP	75	6,819	10,202

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	PERKINELMER INC	150	4,225	6,184
	PETROQUEST ENERGY INC	1,450	8,463	6,264
	PFIZER INC	1,580	33,850	48,395
	PINNACLE WEST CAPITAL CORP	297	15,709	15,717
	POLYCOM INC	900	9,451	10,107
	PREMIERE GLOBAL SERVICES INC	900	7,975	10,431
	PROCTER & GAMBLE CO	262	20,041	21,329
	PROGRESS SOFTWARE CORP	400	9,285	10,332
	PUBLIC SVC ENTERPRISE GROUP INC	588	19,090	18,840
	PLUTE HOMES INC	523	9,444	10,653
	QUALCOMM INC	348	24,920	25,839
	RAYTHEON COMPANY	307	17,368	27,845
	REGAL ENTERTAINMENT GROUP CL A	825	11,466	16,046
	ROCKWELL AUTOMATION INC	93	10,569	10,989
	ROVI CORP	500	9,433	9,845
	RYDER SYSTEMS INC	125	6,331	9,222
	ST JUDE MED INC	373	19,751	23,107
	SENSIENT TECHNOLOGIES CORP	175	6,554	8,491
	SKYWORKS SOLUTIONS INC	525	13,200	14,994
	JM SMUCKER COMPANY-NEW	183	18,352	18,962
	STARZ	500	8,740	14,620
	STARWOOD HOTELS & RESORT COM	283	19,301	22,484
	STATE STREET CORP	335	19,597	24,586
	STONE ENERGY CORP	425	8,960	14,701
	SUPERIOR INDS INTL INC	325	6,063	6,705
	TRW AUTOMOTIVE HOLDINGS CORP	164	7,807	12,200
	TERADYNE INC	525	8,332	9,250
	TEXAS INSTRS INC	571	22,043	25,073
	THERMO FISHER SCIENTIFIC INC	180	13,853	20,043
	TIFFANY & CO	112	10,201	10,391
	TRIQUINT SEMICONDUCTOR INC	2,300	11,426	19,182
	TRIUMPH GROUP INC NEW	175	12,270	13,312
	VERINT SYSTEMS INC	227	9,629	9,747
	VIACOM INC NEW CL B	274	22,346	23,931
	VISHAY INTERTECHNOLOGY	850	9,653	11,271
	VISTEON CORP	175	11,433	14,331
	WALTER INVT MGMT CORP	465	15,457	16,442

(a)	(b),(c) Identity of Issue and Description of Investment	Shares	(d) Cost	(e) Current Value
	WELLPOINT INC	115	10,101	10,625
	WESTERN DIGITAL CORP	293	19,073	24,583
	WESTERN REFNG INC	400	12,387	16,964
	WESTLAKE CHEMICAL CORP	125	7,887	15,259
	WHIRLPOOL CORP	152	16,993	23,843
	WHITING PETE CORP NEW	150	8,685	9,280
	YAHOO INC	465	9,469	18,805
	ZIMMER HOLDINGS INC	217	11,939	20,222
	TOTAL DOMESTIC COMMON STOCK		2,041,037	2,664,815
	FIRST MAJESTIC SILVER CORP	525	7,722	5,145
	ASPEN INSURANCE HOLDINGS LTD	400	11,776	16,524
	COVIDIEN PLC	202	9,909	13,756
	MONTPELIER RE HOLDINGS INC	300	6,262	8,730
	TOTAL FOREIGN STOCK		35,669	44,155
	EXTRA SPACE STORAGE INC	347	14,724	14,619
	MID-AMER APARTMENT CMNTYS INC	230	15,407	13,970
	TOTAL MUTUAL FUNDS		30,131	28,589
	GRAND TOTAL		$ 4,109,967	$ 4,794,756