

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1984</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1984</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1984</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ZF NORTH AMERICA, INC.</u> <u>15811 CENTENNIAL DRIVE</u> <u>NORTHVILLE, MI 48168</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>61-1462969</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>734-207-2843</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>61-1462969</u>	2c Sponsor's telephone number <u>734-207-2843</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>61-1462969</u>					
2c Sponsor's telephone number <u>734-207-2843</u>					
2d Business code (see instructions) <u>336300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/06/2014 Date	KARYN TAYLOR 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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
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		3c Administrator's telephone number 4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 5490
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 5366
b Retired or separated participants receiving benefits		6b 17
c Other retired or separated participants entitled to future benefits.....		6c 1148
d Subtotal. Add lines 6a , 6b , and 6c		6d 6531
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 25
f Total. Add lines 6d and 6e		6f 6556
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 6126
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 128
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: 2F 2G 2E 2J 2K 2R 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF NORTH AMERICA, INC.	D Employer Identification Number (EIN) 61-1462969	

Part I	Service Provider Information (see instructions)
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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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	54471	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	29410	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRIMECAP ODYSSEY 2020 E. FINANCIAL WAY, SUITE 100 GLEN DORA, CA 91741	\$15.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ULTRA JAPAN PRO FUND 7501 WISCONSIN AVE BETHESDA, MD 20814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BIOTECHNOLOGY ULTRA 7501 WISCONSIN AVE BETHESDA, MD 20814	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HEALTH CARE ULTRA 7501 WISCONSIN AVE BETHESDA, MD 20814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MATTHEW 25 P.O. BOX 2479 JENKINTOWN, PA 19046	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIRSTHAND 150 ALMADEN BLVD., SUITE 1250 SAN JOSE, CA 95113	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
CONESTOGA SMALL CAP 259 N. RADNOR CHESTER RD. SUITE 120 RADNOR, PA 19087	0.40%	
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
<hr/>		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JANUS SHORT TERM 151 DETROIT ST. DENVER, CO 80206	0.35%	
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
<hr/>		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INTECH RISK MANAGED 151 DETROIT ST. DENVER, CO 80206	0.35%	
(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 I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
REYNOLDS BLUE CHIP 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
METROPOLITAN WEST 865 SOUTH FIGUEROA ST. 1400 LOS ANGELES, CA 90017	0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.04%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ABF SM CAP VAL INV - STATE STREET 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX BALANCED - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX STOCK - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARTFORD SMALL CO Y - HARTFORD ADM 41-0679409	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS VALUE R3 - MFS SERVICE CENTER 04-2865649	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) 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 ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF 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	1479	1200
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	8336612	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	24726220	24288139
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	2625527	4094768
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	7466012	8496534
(9) Value of interest in common/collective trusts	1c(9)	8327153	7667699
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	181409666	239387138
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	7772	39453

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	232900441	283974931

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	232900397	283974931
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7938268	
(B) Participants	2a(1)(B)	14011422	
(C) Others (including rollovers)	2a(1)(C)	1876740	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		23826430
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3708	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	339050	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		342758
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	97463	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7588938	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7686401
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5316249	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5166851	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		149398
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	588079	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		588079

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-50507
(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)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		37402106
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		69944665

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	18749081	
(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)		18749081
f Corrective distributions (see instructions).....	2f		4143
g Certain deemed distributions of participant loans (see instructions).....	2g		41012
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)	29410	
(4) Other.....	2i(4)	46485	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		75895
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		18870131

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		51074534
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: CLARK, SCHAEFER, HACKETT & CO.

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

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

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

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

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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ADVANCED MICRO DEVICES INC	Common Stock	**	\$ 1,935
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	5,610
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	18,136
	AGNICO EAGLE MINES LTD	Common Stock	**	2,638
	AKTIEBOLAGET ELECTROLUX ADR	Common Stock	**	2,624
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	5,262
	ALCOA INC NFS IS A SPECIALIST	Common Stock	**	7,204
	ALLSCRIPTS HEALTHCAR E SOLUTIONS INC COI	Common Stock	**	3,092
	ALPHA NAT RES INC	Common Stock	**	26,109
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	220,695
	AMBASSADORS GROUP INC	Common Stock	**	36,656
	AMERICAN AIRLINES GROUP INC COM USD1	Common Stock	**	8,408
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	8,180
	APACHE CORP NFS IS A SPECIALIST	Common Stock	**	8,856
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	2,119
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	74,590
	APPLIED MATERIALS INC	Common Stock	**	5,687
	APPTECH CORP COM NEW	Common Stock	**	41
	ARCELORMITTAL SA LUXEMBOURG	Common Stock	**	1,784
	ARCHER DANIELS MIDLAND	Common Stock	**	4,965
	ARCOS DORADOS HOLDINGS INC COM NPV	Common Stock	**	37,406
	ASSURED GUARANTY LTD SHS	Common Stock	**	20,052
	AT&T INC COM	Common Stock	**	48,944
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	2,906
	AVISTA CORP	Common Stock	**	5,079
	BAE SYS PLC SPONS ADR	Common Stock	**	4,323
	BALLARD PWR SYS INC NEW COM	Common Stock	**	303
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	28,020
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	6,895
	BANK OF AMERICA CORP	Common Stock	**	42,368
	BARRICK GOLD CORP NFS IS A SPECIALIST	Common Stock	**	1,587
	BAYER AG SPONSORED ADR	Common Stock	**	7,024
	BCE INC COM NEW ISIN #CA05534B7604	Common Stock	**	4,713
	BEBE STORES INC NFS LLC IS A MARKET	Common Stock	**	3,990
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	35,568
	BLACKBERRY LTD NPV ISIN #CA09228F1036	Common Stock	**	744
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	7,301
	BP PLC SPON ADR REPSNTG	Common Stock	**	273,001
	BRIDGEPOINT ED INC COM	Common Stock	**	10,626
	BRISTOL MYERS SQUIBB NFS LLC IS A	Common Stock	**	5,492
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	53,464
	CAMECO CORP	Common Stock	**	2,596
	CAMPANHIA ENER DE MINAS GERAIS SPONS	Common Stock	**	1,558
	CANADIAN NATL RY CO	Common Stock	**	3,055
	CANNABIS SCIENCE INC COM	Common Stock	**	520
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	14,362
	CENTURYTEL INC	Common Stock	**	255
	CHANGYOU COM LTD ADS REPSTG CL A SHS	Common Stock	**	3,970
	CHERNIE ENERGY INC	Common Stock	**	6,468
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	5,567

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CHEVRONTEXACO CORP	Common Stock	**	5,099
	CHINA INTEGRATED ENERGY INC COM	Common Stock	**	122
	CHINA MOBILE HONG KONG LTD	Common Stock	**	1,046
	CHINA TECHFAITH WIRELESS	Common Stock	**	93,071
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	4,822
	CITIGROUP INC COM NEW	Common Stock	**	21,634
	CLEAN ENERGY FUELS CORP	Common Stock	**	1,932
	CLEAN ENVIRO TECH CORP COM	Common Stock	**	1
	CLEAN PWR CONCEPTS INC	Common Stock	**	2
	CLOROX CO DEL	Common Stock	**	4,748
	COCA COLA BOTTLING CO CONS	Common Stock	**	1,464
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	28,059
	CONAGRA FOODS INC NFS LLC IS A	Common Stock	**	3,567
	CONSOLIDATED EDISON HLDG CO INC	Common Stock	**	16,658
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	9,424
	CUBA BEVERAGE CO COM	Common Stock	**	78
	CVS CORP DEL NFS LLC IS A	Common Stock	**	25,050
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	7,350
	DEAN FOODS CO COM USD0.01 (POST REV	Common Stock	**	2,579
	DEERE & COMPANY NFS IS A SPECIALIST	Common Stock	**	4,623
	DENBURY RES INC	Common Stock	**	49,290
	DEUTSCHE TELEKOM A G SPON ADR	Common Stock	**	5,138
	DIANA CONTAINERSHIPS INC NPV	Common Stock	**	24
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	2,658
	DIGI INTL INC	Common Stock	**	5,539
	DIGITAL DEV GROUP CORP COM	Common Stock	**	13
	DIREXION SHS ETF TR DAILY FINL BEAR	Common Stock	**	43
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	8,181
	DOMINION RESOURCES INC VA NEW	Common Stock	**	3,358
	DRAGON POLYMERS INC COM	Common Stock	**	6
	DUKE ENERGY CORP COM NPV (POST REV SPLI	Common Stock	**	232,719
	DUOYUAN PRTG INC COM	Common Stock	**	6
	E ON AG ADR	Common Stock	**	3,697
	EATON CORP PLC COM USD0.50	Common Stock	**	12,319
	ECOPETROL S A SPONSORED ADS	Common Stock	**	1,653
	ENCANA CORP ISIN #CA2925051047	Common Stock	**	1,805
	ENZON INC NFS LLS IS A MARKET	Common Stock	**	5,986
	EVERGREEN ENERGY INC NEW COM NEW	Common Stock	**	8
	EXELIXIS INC	Common Stock	**	46,588
	EXELON CORP NFS IS A SPECIALIST	Common Stock	**	4,828
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	69,703
	FACEBOOK INC COM USD0.000006 CL A	Common Stock	**	1,093
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	3,010
	FORD MTR CO DEL COM	Common Stock	**	142,288
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	2,900
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	26,457
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	10,708
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	1,122
	FUELCELL ENERGY INC NFS LLC IS A MARKET	Common Stock	**	705
	GENERAL DYNAMICS NFS LLC IS A SPECIAL	Common Stock	**	3,614

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	24,992
	GENERAL MILLS INC NFS LLC IS A	Common Stock	**	31,556
	GENERAL MOTORS CO COM USD0.01	Common Stock	**	14,918
	GENERAL STEEL HLDGS INC	Common Stock	**	2,134
	GENOMIC HEALTH INC COM	Common Stock	**	14,635
	GENUINE PARTS CO	Common Stock	**	88,072
	GLOBAL SR ENTERPRISE INC COM	Common Stock	**	7
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	582
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	132
	GOOGLE INC CL A	Common Stock	**	2,241
	GREAT WALL BLDRS LTD COM NEW	Common Stock	**	1
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	263
	GREENE CONCEPTS INC COM NEW	Common Stock	**	254
	GREENGRO TECHNOLOGIES INC COM	Common Stock	**	495
	GROUPON INC COM USD0.0001	Common Stock	**	5,883
	GROWLIFE INC COM	Common Stock	**	11,359
	GSV CAP CORP COM	Common Stock	**	7,859
	HEALTHSOUTH CORP COM NEW	Common Stock	**	2,009
	HECLA MINING CO	Common Stock	**	1,863
	HEMISPERIX BIOPARMA INC	Common Stock	**	652
	HEMP INC COM	Common Stock	**	2,402
	HERCULES TECH GROWTH CAP INC COM	Common Stock	**	19,680
	HEXCEL CORP COM NEW	Common Stock	**	22,345
	HIGHLINE TECHNICAL INNOVATIONS INC COM	Common Stock	**	105
	HIMAX TECHNOLOGIES INC SPONSORED ADR	Common Stock	**	1,500
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	4,117
	HUANENG POWER INTL INC - ADR	Common Stock	**	1,015
	ILLINOIS TOOL WORKS	Common Stock	**	5,951
	IMMERSION CORP	Common Stock	**	10,380
	INFINERA CORP	Common Stock	**	93,399
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	35,757
	INVENSENSE INC COM USD0.001	Common Stock	**	207,800
	ISHARES TR IBOX \$ HIGH YIELD CORP	Common Stock	**	2,063
	J P MORGAN CHASE & CO	Common Stock	**	8,898
	JAMMIN JAVA CORP COM	Common Stock	**	67
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	5,112
	JONES SODA CO	Common Stock	**	1,440
	KELLOGG COMPANY NFS LLC IS A	Common Stock	**	15,268
	KIMBERLY CLARK CORP NFS IS A SPECIALIST	Common Stock	**	20,294
	KOHL'S CORP NFS LLC IS A SPECIAL	Common Stock	**	5,833
	KRAFT FOODS GROUP INC COM NPV	Common Stock	**	17,995
	KRAIG BIOCRRAFT LABORATORIES INC COM	Common Stock	**	130
	LANDEC CORP	Common Stock	**	36,360
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	100
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	4,079
	LORILLARD INC COM	Common Stock	**	2,859
	LSI LOGIC CORP NFS IS A SPECIALIST	Common Stock	**	44
	MARATHON OIL CORP	Common Stock	**	2,203
	MARKET VECTORS ETF TR AGRIBUSINESS ETF	Common Stock	**	31,205
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	32,699

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	559
	MARRIOTT INTL INC CL A	Common Stock	**	1,859
	MARRIOTT VACATIONS WORLDWIDE CORP COM	Common Stock	**	1,213
	MASTERCARD INC CL A	Common Stock	**	16,709
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	14,024
	MCG CAPITAL CORP	Common Stock	**	250
	MERCK & CO INC NEW COM	Common Stock	**	10,852
	MERITOR INC COM	Common Stock	**	5,215
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	13,475
	MOLYCORP INC DELAWARE COM	Common Stock	**	562
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	35,360
	MONDELEZ INTL INC COM	Common Stock	**	21,747
	MPHASE TECHNOLOGIES INC	Common Stock	**	20
	NESTLE S A SPONSORED ADR REPSTG REG SH	Common Stock	**	3,671
	NETFLIX COM INC COM	Common Stock	**	3,314
	NEVADA GOLD CORP COM	Common Stock	**	405
	NEXT 1 INTERACTIVE INC COM NEW	Common Stock	**	1
	NOBLE CORP PLC COM SHS	Common Stock	**	22,482
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	243
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	26,927
	NORTH AMERN OIL & GAS CORP COM NEW	Common Stock	**	1,350
	NORTH SPRINGS RESOURCES CORP COM	Common Stock	**	4
	NOVARTIS AG ADR ISIN #US66987V1098	Common Stock	**	4,294
	NOW CORP COM	Common Stock	**	17
	NUANCE COMMUNICATIONS INC	Common Stock	**	9,120
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	39,198
	NUVERRA ENVIRONMENTAL	Common Stock	**	12,593
	OCLARO INC COM NEW	Common Stock	**	42
	ON SEMICONDUCTOR CRP	Common Stock	**	1,648
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	1,913
	ORYON TECHNOLOGIES INC COM USD0.001	Common Stock	**	30
	PARABEL INC COM	Common Stock	**	20
	PARAMOUNT GOLD MNG CORP	Common Stock	**	5,949
	PARK STERLING CORP COM	Common Stock	**	1,257
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	3,532
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	28,338
	PHARMAGEN INC COM	Common Stock	**	4
	PHILIP MORRIS INTL INC COM	Common Stock	**	78,422
	PORTAGE RES INC COM	Common Stock	**	2
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	8,796
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	8,261
	PROSHARES TRUST ULTRAPRO SHORT	Common Stock	**	36,469
	PUDA COAL INC COM PAR \$.001	Common Stock	**	8
	PUT (SPY) SPDR S&P 500 ETF	Common Stock	**	2
	QUANTUM INTL CORP COM	Common Stock	**	137
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	947
	RAYTHEON CO COM NEW	Common Stock	**	9,281
	REGENOCELL THERAPEUTICS INC COM	Common Stock	**	1
	REGISTERED EXPRESS CORP COM	Common Stock	**	180
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	9,539

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	SEADRILL LIMITED ISIN #BMG7945E1057	Common Stock	**	3,840
	SEARS HLDGS CORP	Common Stock	**	2,942
	SECTOR SPDR TR SHS BEN INT CONSUMER	Common Stock	**	56,391
	SHIP FINANCE INTERNATIONAL	Common Stock	**	1,059
	SIRIUS XM HLDGS INC COM	Common Stock	**	3,880
	SOLARCITY CORP COM USD0.0001	Common Stock	**	1,705
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	124,572
	SOUTHERN COPPER CORP DEL COM	Common Stock	**	4,986
	SOUTHERN HOME MED EQUIP INC COM NEW	Common Stock	**	120
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	3,812
	SPDR SER TR S&P OIL & GAS EQUIP	Common Stock	**	70,340
	SPECTRA ENERGY CORP COM	Common Stock	**	1,781
	SPRINT CORPORATION COM USD0.01	Common Stock	**	344
	STATOIL ASA SPON ADR	Common Stock	**	2,413
	STEMLINE THERAPEUTICS INC COM	Common Stock	**	686
	STEVIA CORP COM	Common Stock	**	33
	SUNEDISON INC COM USD0.01	Common Stock	**	3,263
	SUPERVALU INC NFS LLC IS A	Common Stock	**	44
	SYNOVUS FINL CORP NFS LLC IS A	Common Stock	**	740
	SYSCO CORP NFS LLC IS A	Common Stock	**	3,908
	TAGLIKEME CORP COM	Common Stock	**	1
	TAKE-TWO INTERACTIVE SOFTWARE	Common Stock	**	10,109
	TAL INTL GROUP INC COM	Common Stock	**	29,338
	TANDY LEATHER FACTORY INC	Common Stock	**	2,928
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	1,898
	TESLA MOTORS INC COM USD0.001	Common Stock	**	13,839
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	9,367
	TEXAS INSTRUMENTS INC	Common Stock	**	4,670
	THEDIRECTORY COM INC COM	Common Stock	**	36
	THESTREET.COM INC	Common Stock	**	1,130
	TITAN ENERGY WORLDWIDE INC COM	Common Stock	**	104
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	15,487
	TOTAL SYS SVCS INC	Common Stock	**	33,280
	TOWER GROUP INTL LTD COM NPV	Common Stock	**	845
	TRANSOCEAN LTD ZUG NAMEN -AKT	Common Stock	**	27,181
	UNILEVER N V NEW ISIN #US9047847093	Common Stock	**	4,382
	UNITED STATES STEEL CORP	Common Stock	**	23,600
	US ENERGY INITIATIVES CORP	Common Stock	**	5
	USA GRAPHITE INC COM	Common Stock	**	279
	VALERO ENERGY CORP NFS LLC IS A SPECIAL	Common Stock	**	12,740
	VANGUARD ADMIRAL FDS INC S&P SMALLCAP 6	Common Stock	**	9,129
	VANGUARD INDEX TR VANGUARD EXTENDED	Common Stock	**	28,907
	VANGUARD INTL EQUITY INDEX FD INC	Common Stock	**	75,808
	VANGUARD INTL EQUITY INDEX FD INC FTSE	Common Stock	**	77,628
	VANGUARD SECTOR INDEX FDS VANGUARD	Common Stock	**	45,292
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	32,107
	VANTAGE DRILLING COMPANY ORD SHS	Common Stock	**	736
	VEOLIA ENVIRONNEMENT SPON ADR	Common Stock	**	2,699
	VODAFONE GROUP PLC NEW SPONSORED ADR	Common Stock	**	4,838
	VOLTARI CORP COM USD0.001(POST REV	Common Stock	**	69

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	WATER TECHNOLOGIES INTL INC COM	Common Stock	**	1
	WELLS FARGO & CO NEW	Common Stock	**	636
	WHIRLPOOL CORP	Common Stock	**	15,735
	WHITEWAVE FOODS CO COM USD0.01 CL A	Common Stock	**	4,221
	WILD BRUSH ENERGY INC COM NEW	Common Stock	**	20
	WINDSTREAM HLDGS INC USD0.0001	Common Stock	**	520
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	3,485
	WMI HLDGS CORP COM	Common Stock	**	93
	WYNN RESORTS LTD NFS LLC IS A MARKET	Common Stock	**	67,735
	XEROX CORP NFS IS A SPECIALIST	Common Stock	**	1,714
	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	40,440
	YUM! BRANDS INC	Common Stock	**	4,005
	ZHONG TECHNOLOGIES INC NEW COM NEW	Common Stock	**	87
		Total Common Stock		<u>4,094,768</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	<u>7,667,699</u>
	1ST FIN BK USA DAKOTA DUNES SD	Money Market	**	69,285
	AMERICAN EXPRESS CENTURION BK	Money Market	**	39,912
	CIT BK SALT LAKE CITY UT	Money Market	**	73,875
	CIT BK SALT LAKE CITY UT	Money Market	**	49,535
*	FID RETIRE MMKT	Money Market	**	23,081,137
*	FIDELITY CASH RESERVES	Money Market	**	916,523
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,872
		Total Money Market		<u>24,288,139</u>
	ABF SM CAP VAL INV	Mutual Fund	**	6,570,534
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	3,883
	ANWORTH MTG ASSET CORP	Mutual Fund	**	2,804
	BIOTECHNOLOGY ULTRA SECTOR PRO FD INVS	Mutual Fund	**	25,722
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	5,574
	CAPSTEAD MTG CORP COM NO PAR	Mutual Fund	**	4,506
	CEDAR FAIR L P DEP UNIT	Mutual Fund	**	5,935
	CONESTOGA SMALL CAP	Mutual Fund	**	23,590
	CVR PARTNERS LP COM	Mutual Fund	**	1,646
	DODGE & COX BALANCED	Mutual Fund	**	4,544,412
	DODGE & COX STOCK	Mutual Fund	**	4,475,520
	ENTERPRISE PRODUCTS PPTNS LP	Mutual Fund	**	34,258
*	FID CAPITAL & INCOME	Mutual Fund	**	6,060,896
*	FID DIVERSIFIED INTL K	Mutual Fund	**	15,789,169
*	FID FRDM INDX 2000 W	Mutual Fund	**	711,367
*	FID FRDM INDX 2010 W	Mutual Fund	**	4,960,789
*	FID FRDM INDX 2020 W	Mutual Fund	**	19,994,378
*	FID FRDM INDX 2030 W	Mutual Fund	**	28,337,414
*	FID FRDM INDX 2040 W	Mutual Fund	**	14,876,035

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	* FID FRDM INDX 2050 W	Mutual Fund	**	8,330,652
	* FID FRDM INDX INC W	Mutual Fund	**	612,639
	* FID LOW PRICED STK K	Mutual Fund	**	14,227,907
	* FID MID CAP STOCK K	Mutual Fund	**	11,169,944
	* FID OTC K	Mutual Fund	**	25,475,526
	* FID REAL ESTATE INVS	Mutual Fund	**	5,766,509
	* FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	325
	* FIDELITY REAL ESTATE INCOME	Mutual Fund	**	13,398
	* FIDELITY SELECT BIOTECHNOLOGY	Mutual Fund	**	21,225
	* FIDELITY SELECT BUS SVC& OUTSOURCING	Mutual Fund	**	16,932
	* FIDELITY SELECT ENERGY	Mutual Fund	**	6,806
	* FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	47,109
	* FIDELITY SELECT MULTIMEDIA	Mutual Fund	**	3,403
	* FIDELITY SELECT UTILITIES GROWTH	Mutual Fund	**	14,962
	* FIDELITY SOUTHEAST ASIA	Mutual Fund	**	41,810
	FIRSTHAND ALTERNATIVE ENERGY	Mutual Fund	**	21,619
	HARTFORD SMALL CO Y	Mutual Fund	**	4,381,060
	HCP INC COM	Mutual Fund	**	6,174
	HEALTHCARE ULTRA SECTOR PRO FD INVSTR	Mutual Fund	**	22,770
	JANUS RISK MANAGED STOCK FUND	Mutual Fund	**	22,256
	JANUS SHORT TERM BOND	Mutual Fund	**	56,727
	KINDER MORGAN ENERGY PARTNERS L P	Mutual Fund	**	8,372
	MATTHEW 25	Mutual Fund	**	26,899
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	112
	MFS VALUE R3	Mutual Fund	**	11,707,818
	PIMCO TOT RETURN ADM	Mutual Fund	**	13,625,812
	PRIMECAP ODYSSEY GROWTH FUND	Mutual Fund	**	25,884
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	14,157
	* SPRTN TOTAL MKT INDX FID ADVANTAGE CLAS	Mutual Fund	**	24,316
	* SPTN 500 INDEX INST	Mutual Fund	**	23,159,717
	* SPTN INTL INDEX INV	Mutual Fund	**	3,165,059
	T ROWE PRICE EQUITY INCOME	Mutual Fund	**	25,917
	TRP BLUE CHIP GRTH	Mutual Fund	**	9,322,306
	ULTRA JAPAN PRO FUND INVESTORS SHS	Mutual Fund	**	29,299
	VANG INFL PROT ADM	Mutual Fund	**	1,368,996
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	68,147
	VANGUARD ENERGY	Mutual Fund	**	62,120
	VANGUARD HEALTH CARE	Mutual Fund	**	21,709
	VANGUARD WELLINGTON FUND	Mutual Fund	**	42,313
	Total Mutual Funds			<u>239,387,138</u>
	CALL (AAPL) APPLE INC	Other	**	14,770
	CALL (AAPL) APPLE INC	Other	**	3,290
	CALL (AXP) AMERICAN EXPRESS CO	Other	**	5,500
	CALL (BRCM) BROADCOM CORP	Other	**	1,180
	CALL (FB) FACEBOOK INC COM	Other	**	160
	CALL (GOOG) GOOGLE INC	Other	**	3,570
	CALL (KNDI) KANDI TECHNOLOGIES	Other	**	850
	CALL (MU) MICRON TECHNOLOGY	Other	**	2,056

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CALL (RAD) RITE AID CORP	Other	**	700
	CALL (SBUX) STARBUCKS CORP	Other	**	4,010
	CALL (SFY) SWIFT ENERGY CO	Other	**	405
	CALL (SIRI) SIRIUS XM HLDGS	Other	**	840
	CALL (YHOO) YAHOO INC	Other	**	2,122
		Total Other		<u>39,453</u>
*	PARTICIPANT LOANS	Various maturities (3.64% - 10.50%)	\$ -	<u>8,496,534</u>
				<u>\$ 283,973,731</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ZF North America, Inc. 401(k) & Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

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

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

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 15, 2014

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

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

(with Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ZF North America, Inc. 401(k) & Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

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

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

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 15, 2014

ZF North America, Inc. 401(k) & Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Noninterest-bearing cash	\$ <u>1,200</u>	<u>1,479</u>
Investments, at fair value:		
Mutual funds	239,387,138	181,409,666
Common/collective trust	7,667,699	8,327,153
Money market funds	24,288,139	24,726,220
Common stocks	4,094,768	2,625,527
Other	<u>39,453</u>	<u>7,772</u>
	<u>275,477,197</u>	<u>217,096,338</u>
Receivables:		
Employer contributions	9,973,706	8,336,612
Notes receivable from participants	<u>8,838,852</u>	<u>7,753,164</u>
	<u>18,812,558</u>	<u>16,089,776</u>
Total assets	<u>294,290,955</u>	<u>233,187,593</u>
Liabilities:		
Other liabilities	<u>-</u>	<u>44</u>
Net assets available for benefits, at fair value	294,290,955	233,187,549
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(115,576)</u>	<u>(238,301)</u>
Net assets available for benefits	\$ <u><u>294,175,379</u></u>	<u><u>232,949,248</u></u>

See accompanying notes to the financial statements.

ZF North America, Inc. 401(k) & Retirement Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions:

Net appreciation in fair value of investments	\$ 38,266,485
Interest and dividend income	7,635,426
Interest income on notes receivable from participants	<u>362,475</u>
	<u>46,264,386</u>

Contributions:

Employer	17,911,974
Participants	14,011,422
Rollovers	<u>1,876,740</u>
	<u>33,800,136</u>

Total additions	<u>80,064,522</u>
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Deductions:

Benefit payments	18,762,496
Administrative expenses	<u>75,895</u>

Total deductions	<u>18,838,391</u>
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Net increase	61,226,131
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Net assets available for benefits:

Beginning of year	<u>232,949,248</u>
End of year	\$ <u><u>294,175,379</u></u>

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

The following description of the ZF North America, Inc. 401(k) & Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of Plan provisions.

General

The Plan is a defined contribution plan covering substantially all employees of ZF North America, ZF Sachs Automotive of America, ZF Gainesville, ZF Chassis Components, ZF Technologies, ZF Marine Propulsion Systems Miramar, ZF Rubber & Plastics Hebron, ZF Services, ZF Electronics Systems Pleasant Prairie, ZF Axle Drives Marysville, ZF Wind Power Gainesville, ZF Transmissions Gray Court, ZF Chassis Systems Duncan, ZF Chassis Systems Tuscaloosa, ZF CVT Partner Co., ZF Transmission Technologies, ZF Steering Systems, ZF Chassis Systems Corporation, and ZF Chassis Systems Chicago (collectively referred to as Company or Sponsor). Union employees of the Company are not eligible to participate in the Plan unless coverage is provided under a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Except as follows, there is no service requirement to join the Plan. Employees are automatically enrolled in the Plan as soon as administratively feasible following employment with the Company. Union employees at the Chicago facility of ZF Chassis Systems Chicago, LLC enter the Plan on the first day of the month following 60 days of employment with ZF Chassis Systems Chicago, LLC.

Contributions

Subject to certain limits, participants may contribute a portion of their compensation to the Plan. Participants are also permitted to deposit into the Plan rollover distributions from other qualified plans.

The Company made matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation for the non-union groups. The Tuscaloosa Union (ZF Chassis Systems Corporation) had matching contributions of 100% of the first 2%, plus 50% on next 2% of eligible compensation. The Chicago Union (ZF Chassis Systems Chicago) had matching contributions of 100% of the first 1%, plus 50% of the next 4% of eligible compensation. The Company may also make qualified non-elective and discretionary retirement contributions.

The Company made a discretionary retirement contribution in 2013 and 2012 of 4% of eligible compensation, plus an additional 4% of compensation in excess of the taxable wage base under the Federal Social Security Act. There were no other retirement account contributions for union groups in 2013 or 2012.

Participant accounts

A participant's account is credited with the contributions made to the Plan on behalf of the participant and adjusted for earnings and losses thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and qualified non-elective Company contributions, plus actual earnings thereon. Vesting in Company matching and discretionary retirement contributions is based on years of continuous service. Contributions after 2007 to non-union employees are immediately 100% vested. Contributions prior to 2007 had a three year vesting schedule. A participant is 100% vested in pre-2007 Company matching and retirement contributions after three years of credited service, or five years for contributions made prior to 2004 for participants who were formerly included in the Fichtel & Sachs Industries, Inc. Savings Plan. Participants who are members of the Chicago Union have a three year vesting schedule.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through biweekly payroll deductions

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution, or rollover their vested amounts to another qualified retirement account.

Forfeited accounts

At December 31, 2013 and 2012 forfeited nonvested accounts totaled \$164,573 and \$212,403, respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions or Plan expenses. During 2013, forfeitures of \$166,793 were used to reduce employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**Basis of accounting**

The financial statements of the Plan are prepared using the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust. As required by professional standards, the statements of net assets available for benefits presents the fair value of the investments in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Expenses

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

Subsequent events

The Plan has evaluated subsequent events through September 15, 2014, the date on which the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY TRUSTEE:

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the supplemental schedule of assets (held at end of year) as of December 31, 2013, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2013.

4. INVESTMENTS:

Investments at fair value that represent five percent or more of Plan net assets available for benefits at December 31, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Fid Frdm Indx 2030 W	\$ 28,337,414	21,417,087
Fidelity OTC K	25,475,526	16,903,516
SPTN 500 Index Inst	23,159,717	17,666,568
Fid Retire MMKT	23,081,137	23,305,411
Fid Frdm Indx 2020 W	19,994,378	17,083,149
Fid Diversified Intl K	15,789,169	12,046,407
Fid Frdm Indx 2040 W	14,876,035	*
PIMCO Tot Return ADM	*	13,838,806

* Investment was less than five percent of net assets available for benefits at year end.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds and money market funds	\$ 37,535,857
Common stocks	<u>730,628</u>
	\$ <u>38,266,485</u>

5. FAIR VALUE MEASUREMENTS:

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

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

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of:

<u>Fair Value Measurements at December 31, 2013</u>				
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 39,479,776	39,479,776	-	-
Blended funds	143,049,519	143,049,519	-	-
Intermediate bond funds	13,625,924	13,625,924	-	-
Value funds	41,654,928	41,654,928	-	-
Inflation protected bonds	1,369,321	1,369,321	-	-
Short-term bonds	56,727	56,727	-	-
Unclassified	<u>150,943</u>	<u>150,943</u>	<u>-</u>	<u>-</u>
Total mutual funds	<u>239,387,138</u>	<u>239,387,138</u>	<u>-</u>	<u>-</u>

ZF North America, Inc. 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2013 and 2012

Money market funds	<u>24,288,139</u>	<u>24,288,139</u>	<u>-</u>	<u>-</u>
Common/collective trust:				
Managed income	<u>7,667,699</u>	<u>-</u>	<u>7,667,699</u>	<u>-</u>
Common stocks:				
Business services	182,889	182,889	-	-
Consumer goods	864,672	864,672	-	-
Consumer services	218,626	218,626	-	-
Energy	376,010	376,010	-	-
Financial services	242,509	242,509	-	-
Hardware	382,910	382,910	-	-
Healthcare services	198,102	198,102	-	-
Industrial materials	749,963	749,963	-	-
Media	12,062	12,062	-	-
Software	38,803	38,803	-	-
Telecommunications	321,823	321,823	-	-
Utilities	155,510	155,510	-	-
Unclassified	<u>350,889</u>	<u>350,889</u>	<u>-</u>	<u>-</u>
Total common stock	<u>4,094,768</u>	<u>4,094,768</u>	<u>-</u>	<u>-</u>
Other	<u>39,453</u>	<u>-</u>	<u>39,453</u>	<u>-</u>
Total investments at fair value	<u>\$ 275,477,197</u>	<u>267,770,045</u>	<u>7,707,152</u>	<u>-</u>

Fair Value Measurements at December 31, 2012

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 27,016,828	27,016,828	-	-
Blended funds	110,522,829	110,522,829	-	-
Intermediate bond funds	14,033,989	14,033,989	-	-
Value funds	27,524,323	27,524,323	-	-
Inflation protected bonds	1,985,618	1,985,618	-	-
Short-term bonds	221,320	221,320	-	-
Unclassified	<u>104,759</u>	<u>104,759</u>	<u>-</u>	<u>-</u>
Total mutual funds	<u>181,409,666</u>	<u>181,409,666</u>	<u>-</u>	<u>-</u>
Money market funds	<u>24,726,220</u>	<u>24,726,220</u>	<u>-</u>	<u>-</u>
Common/collective trust:				
Managed income	<u>8,327,153</u>	<u>-</u>	<u>8,327,153</u>	<u>-</u>

ZF North America, Inc. 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2013 and 2012

Common stocks:

Business services	132,250	132,250	-	-
Consumer goods	451,882	451,882	-	-
Consumer services	202,522	202,522	-	-
Energy	227,116	227,116	-	-
Financial services	149,312	149,312	-	-
Hardware	265,190	265,190	-	-
Healthcare services	170,971	170,971	-	-
Industrial materials	353,867	353,867	-	-
Media	13,747	13,747	-	-
Software	15,945	15,945	-	-
Telecommunications	428,885	428,885	-	-
Utilities	129,289	129,289	-	-
Unclassified	<u>84,551</u>	<u>84,551</u>	<u>-</u>	<u>-</u>
Total common stock	<u>2,625,527</u>	<u>2,625,527</u>	<u>-</u>	<u>-</u>
Other	<u>7,772</u>	<u>-</u>	<u>7,772</u>	<u>-</u>
Total investments at fair value	<u>\$ 217,096,338</u>	<u>208,761,413</u>	<u>8,334,925</u>	<u>-</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012:

<u>December 31, 2013</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$7,667,699	n/a	Daily	Daily
<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$8,327,153	n/a	Daily	Daily

6. RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS:

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

7. PLAN TERMINATION:

Although they have not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

8. TAX STATUS:

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

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

9. RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statements of net assets available for benefits.

10. RECONCILIATION TO FORM 5500:

The following is a reconciliation of net assets available for benefits and the net increase in net assets per the financial statements at December 31, 2013 and 2012 to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements, at contract value	\$ 294,175,379	232,949,248
Adjustment to fair value	115,576	238,301
Less: Loans deemed distributed in 2013 and 2012 not on 5500	<u>(342,318)</u>	<u>(287,152)</u>
Net assets available for benefits per Schedule H of Form 5500	\$ <u>293,948,637</u>	<u>232,900,397</u>
Net increase in net assets per the financial statements	\$ 61,226,131	
Plus: Loans deemed distributed in 2012 not on 5500	287,152	
Less: Loans deemed distributed in 2013 not on 5500	(342,318)	
Net adjustment to fair value	<u>(122,725)</u>	
Net increase in net assets per Form 5500	\$ <u>61,048,240</u>	

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ADVANCED MICRO DEVICES INC	Common Stock	**	\$ 1,935
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	5,610
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	18,136
	AGNICO EAGLE MINES LTD	Common Stock	**	2,638
	AKTIEBOLAGET ELECTROLUX ADR	Common Stock	**	2,624
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	5,262
	ALCOA INC NFS IS A SPECIALIST	Common Stock	**	7,204
	ALLSCRIPTS HEALTHCAR E SOLUTIONS INC COI	Common Stock	**	3,092
	ALPHA NAT RES INC	Common Stock	**	26,109
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	220,695
	AMBASSADORS GROUP INC	Common Stock	**	36,656
	AMERICAN AIRLINES GROUP INC COM USD1	Common Stock	**	8,408
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	8,180
	APACHE CORP NFS IS A SPECIALIST	Common Stock	**	8,856
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	2,119
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	74,590
	APPLIED MATERIALS INC	Common Stock	**	5,687
	APPTECH CORP COM NEW	Common Stock	**	41
	ARCELORMITTAL SA LUXEMBOURG	Common Stock	**	1,784
	ARCHER DANIELS MIDLAND	Common Stock	**	4,965
	ARCOS DORADOS HOLDINGS INC COM NPV	Common Stock	**	37,406
	ASSURED GUARANTY LTD SHS	Common Stock	**	20,052
	AT&T INC COM	Common Stock	**	48,944
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	2,906
	AVISTA CORP	Common Stock	**	5,079
	BAE SYS PLC SPONS ADR	Common Stock	**	4,323
	BALLARD PWR SYS INC NEW COM	Common Stock	**	303
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	28,020
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	6,895
	BANK OF AMERICA CORP	Common Stock	**	42,368
	BARRICK GOLD CORP NFS IS A SPECIALIST	Common Stock	**	1,587
	BAYER AG SPONSORED ADR	Common Stock	**	7,024
	BCE INC COM NEW ISIN #CA05534B7604	Common Stock	**	4,713
	BEBE STORES INC NFS LLC IS A MARKET	Common Stock	**	3,990
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	35,568
	BLACKBERRY LTD NPV ISIN #CA09228F1036	Common Stock	**	744
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	7,301
	BP PLC SPON ADR REPSNTG	Common Stock	**	273,001
	BRIDGEPOINT ED INC COM	Common Stock	**	10,626
	BRISTOL MYERS SQUIBB NFS LLC IS A	Common Stock	**	5,492
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	53,464
	CAMECO CORP	Common Stock	**	2,596
	CAMPANHIA ENER DE MINAS GERAIS SPONS	Common Stock	**	1,558
	CANADIAN NATL RY CO	Common Stock	**	3,055
	CANNABIS SCIENCE INC COM	Common Stock	**	520
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	14,362
	CENTURYTEL INC	Common Stock	**	255
	CHANGYOU COM LTD ADS REPSTG CL A SHS	Common Stock	**	3,970
	CHERNIE ENERGY INC	Common Stock	**	6,468
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	5,567

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CHEVRONTEXACO CORP	Common Stock	**	5,099
	CHINA INTEGRATED ENERGY INC COM	Common Stock	**	122
	CHINA MOBILE HONG KONG LTD	Common Stock	**	1,046
	CHINA TECHFAITH WIRELESS	Common Stock	**	93,071
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	4,822
	CITIGROUP INC COM NEW	Common Stock	**	21,634
	CLEAN ENERGY FUELS CORP	Common Stock	**	1,932
	CLEAN ENVIRO TECH CORP COM	Common Stock	**	1
	CLEAN PWR CONCEPTS INC	Common Stock	**	2
	CLOROX CO DEL	Common Stock	**	4,748
	COCA COLA BOTTLING CO CONS	Common Stock	**	1,464
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	28,059
	CONAGRA FOODS INC NFS LLC IS A	Common Stock	**	3,567
	CONSOLIDATED EDISON HLDG CO INC	Common Stock	**	16,658
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	9,424
	CUBA BEVERAGE CO COM	Common Stock	**	78
	CVS CORP DEL NFS LLC IS A	Common Stock	**	25,050
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	7,350
	DEAN FOODS CO COM USD0.01 (POST REV	Common Stock	**	2,579
	DEERE & COMPANY NFS IS A SPECIALIST	Common Stock	**	4,623
	DENBURY RES INC	Common Stock	**	49,290
	DEUTSCHE TELEKOM A G SPON ADR	Common Stock	**	5,138
	DIANA CONTAINERSHIPS INC NPV	Common Stock	**	24
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	2,658
	DIGI INTL INC	Common Stock	**	5,539
	DIGITAL DEV GROUP CORP COM	Common Stock	**	13
	DIREXION SHS ETF TR DAILY FINL BEAR	Common Stock	**	43
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	8,181
	DOMINION RESOURCES INC VA NEW	Common Stock	**	3,358
	DRAGON POLYMERS INC COM	Common Stock	**	6
	DUKE ENERGY CORP COM NPV (POST REV SPLI	Common Stock	**	232,719
	DUOYUAN PRTG INC COM	Common Stock	**	6
	E ON AG ADR	Common Stock	**	3,697
	EATON CORP PLC COM USD0.50	Common Stock	**	12,319
	ECOPETROL S A SPONSORED ADS	Common Stock	**	1,653
	ENCANA CORP ISIN #CA2925051047	Common Stock	**	1,805
	ENZON INC NFS LLS IS A MARKET	Common Stock	**	5,986
	EVERGREEN ENERGY INC NEW COM NEW	Common Stock	**	8
	EXELIXIS INC	Common Stock	**	46,588
	EXELON CORP NFS IS A SPECIALIST	Common Stock	**	4,828
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	69,703
	FACEBOOK INC COM USD0.000006 CL A	Common Stock	**	1,093
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	3,010
	FORD MTR CO DEL COM	Common Stock	**	142,288
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	2,900
	FREEPORT MCMORAN COPPER & GOLD CL B	Common Stock	**	26,457
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	10,708
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	1,122
	FUELCELL ENERGY INC NFS LLC IS A MARKET	Common Stock	**	705
	GENERAL DYNAMICS NFS LLC IS A SPECIAL	Common Stock	**	3,614

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	24,992
	GENERAL MILLS INC NFS LLC IS A	Common Stock	**	31,556
	GENERAL MOTORS CO COM USD0.01	Common Stock	**	14,918
	GENERAL STEEL HLDGS INC	Common Stock	**	2,134
	GENOMIC HEALTH INC COM	Common Stock	**	14,635
	GENUINE PARTS CO	Common Stock	**	88,072
	GLOBAL SR ENTERPRISE INC COM	Common Stock	**	7
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	582
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	132
	GOOGLE INC CL A	Common Stock	**	2,241
	GREAT WALL BLDRS LTD COM NEW	Common Stock	**	1
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	263
	GREENE CONCEPTS INC COM NEW	Common Stock	**	254
	GREENGRO TECHNOLOGIES INC COM	Common Stock	**	495
	GROUPON INC COM USD0.0001	Common Stock	**	5,883
	GROWLIFE INC COM	Common Stock	**	11,359
	GSV CAP CORP COM	Common Stock	**	7,859
	HEALTHSOUTH CORP COM NEW	Common Stock	**	2,009
	HECLA MINING CO	Common Stock	**	1,863
	HEMISPERIX BIOPARMA INC	Common Stock	**	652
	HEMP INC COM	Common Stock	**	2,402
	HERCULES TECH GROWTH CAP INC COM	Common Stock	**	19,680
	HEXCEL CORP COM NEW	Common Stock	**	22,345
	HIGHLINE TECHNICAL INNOVATIONS INC COM	Common Stock	**	105
	HIMAX TECHNOLOGIES INC SPONSORED ADR	Common Stock	**	1,500
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	4,117
	HUANENG POWER INTL INC - ADR	Common Stock	**	1,015
	ILLINOIS TOOL WORKS	Common Stock	**	5,951
	IMMERSION CORP	Common Stock	**	10,380
	INFINERA CORP	Common Stock	**	93,399
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	35,757
	INVENSENSE INC COM USD0.001	Common Stock	**	207,800
	ISHARES TR IBOX \$ HIGH YIELD CORP	Common Stock	**	2,063
	J P MORGAN CHASE & CO	Common Stock	**	8,898
	JAMMIN JAVA CORP COM	Common Stock	**	67
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	5,112
	JONES SODA CO	Common Stock	**	1,440
	KELLOGG COMPANY NFS LLC IS A	Common Stock	**	15,268
	KIMBERLY CLARK CORP NFS IS A SPECIALIST	Common Stock	**	20,294
	KOHL'S CORP NFS LLC IS A SPECIAL	Common Stock	**	5,833
	KRAFT FOODS GROUP INC COM NPV	Common Stock	**	17,995
	KRAIG BIOCRRAFT LABORATORIES INC COM	Common Stock	**	130
	LANDEC CORP	Common Stock	**	36,360
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	100
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	4,079
	LORILLARD INC COM	Common Stock	**	2,859
	LSI LOGIC CORP NFS IS A SPECIALIST	Common Stock	**	44
	MARATHON OIL CORP	Common Stock	**	2,203
	MARKET VECTORS ETF TR AGRIBUSINESS ETF	Common Stock	**	31,205
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	32,699

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	MARKET VECTORS ETF TR JR GOLD MINES ETF	Common Stock	**	559
	MARRIOTT INTL INC CL A	Common Stock	**	1,859
	MARRIOTT VACATIONS WORLDWIDE CORP COM	Common Stock	**	1,213
	MASTERCARD INC CL A	Common Stock	**	16,709
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	14,024
	MCG CAPITAL CORP	Common Stock	**	250
	MERCK & CO INC NEW COM	Common Stock	**	10,852
	MERITOR INC COM	Common Stock	**	5,215
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	13,475
	MOLYCORP INC DELAWARE COM	Common Stock	**	562
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	35,360
	MONDELEZ INTL INC COM	Common Stock	**	21,747
	MPHASE TECHNOLOGIES INC	Common Stock	**	20
	NESTLE S A SPONSORED ADR REPSTG REG SH	Common Stock	**	3,671
	NETFLIX COM INC COM	Common Stock	**	3,314
	NEVADA GOLD CORP COM	Common Stock	**	405
	NEXT 1 INTERACTIVE INC COM NEW	Common Stock	**	1
	NOBLE CORP PLC COM SHS	Common Stock	**	22,482
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	243
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	26,927
	NORTH AMERN OIL & GAS CORP COM NEW	Common Stock	**	1,350
	NORTH SPRINGS RESOURCES CORP COM	Common Stock	**	4
	NOVARTIS AG ADR ISIN #US66987V1098	Common Stock	**	4,294
	NOW CORP COM	Common Stock	**	17
	NUANCE COMMUNICATIONS INC	Common Stock	**	9,120
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	39,198
	NUVERRA ENVIRONMENTAL	Common Stock	**	12,593
	OCLARO INC COM NEW	Common Stock	**	42
	ON SEMICONDUCTOR CRP	Common Stock	**	1,648
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	1,913
	ORYON TECHNOLOGIES INC COM USD0.001	Common Stock	**	30
	PARABEL INC COM	Common Stock	**	20
	PARAMOUNT GOLD MNG CORP	Common Stock	**	5,949
	PARK STERLING CORP COM	Common Stock	**	1,257
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	3,532
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	28,338
	PHARMAGEN INC COM	Common Stock	**	4
	PHILIP MORRIS INTL INC COM	Common Stock	**	78,422
	PORTAGE RES INC COM	Common Stock	**	2
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	8,796
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	8,261
	PROSHARES TRUST ULTRAPRO SHORT	Common Stock	**	36,469
	PUDA COAL INC COM PAR \$.001	Common Stock	**	8
	PUT (SPY) SPDR S&P 500 ETF	Common Stock	**	2
	QUANTUM INTL CORP COM	Common Stock	**	137
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	947
	RAYTHEON CO COM NEW	Common Stock	**	9,281
	REGENOCELL THERAPEUTICS INC COM	Common Stock	**	1
	REGISTERED EXPRESS CORP COM	Common Stock	**	180
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	9,539

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	SEADRILL LIMITED ISIN #BMG7945E1057	Common Stock	**	3,840
	SEARS HLDGS CORP	Common Stock	**	2,942
	SECTOR SPDR TR SHS BEN INT CONSUMER	Common Stock	**	56,391
	SHIP FINANCE INTERNATIONAL	Common Stock	**	1,059
	SIRIUS XM HLDGS INC COM	Common Stock	**	3,880
	SOLARCITY CORP COM USD0.0001	Common Stock	**	1,705
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	124,572
	SOUTHERN COPPER CORP DEL COM	Common Stock	**	4,986
	SOUTHERN HOME MED EQUIP INC COM NEW	Common Stock	**	120
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	3,812
	SPDR SER TR S&P OIL & GAS EQUIP	Common Stock	**	70,340
	SPECTRA ENERGY CORP COM	Common Stock	**	1,781
	SPRINT CORPORATION COM USD0.01	Common Stock	**	344
	STATOIL ASA SPON ADR	Common Stock	**	2,413
	STEMLINE THERAPEUTICS INC COM	Common Stock	**	686
	STEVIA CORP COM	Common Stock	**	33
	SUNEDISON INC COM USD0.01	Common Stock	**	3,263
	SUPERVALU INC NFS LLC IS A	Common Stock	**	44
	SYNOVUS FINL CORP NFS LLC IS A	Common Stock	**	740
	SYSCO CORP NFS LLC IS A	Common Stock	**	3,908
	TAGLIKEME CORP COM	Common Stock	**	1
	TAKE-TWO INTERACTIVE SOFTWARE	Common Stock	**	10,109
	TAL INTL GROUP INC COM	Common Stock	**	29,338
	TANDY LEATHER FACTORY INC	Common Stock	**	2,928
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	1,898
	TESLA MOTORS INC COM USD0.001	Common Stock	**	13,839
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	9,367
	TEXAS INSTRUMENTS INC	Common Stock	**	4,670
	THEDIRECTORY COM INC COM	Common Stock	**	36
	THESTREET.COM INC	Common Stock	**	1,130
	TITAN ENERGY WORLDWIDE INC COM	Common Stock	**	104
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	15,487
	TOTAL SYS SVCS INC	Common Stock	**	33,280
	TOWER GROUP INTL LTD COM NPV	Common Stock	**	845
	TRANSOCEAN LTD ZUG NAMEN -AKT	Common Stock	**	27,181
	UNILEVER N V NEW ISIN #US9047847093	Common Stock	**	4,382
	UNITED STATES STEEL CORP	Common Stock	**	23,600
	US ENERGY INITIATIVES CORP	Common Stock	**	5
	USA GRAPHITE INC COM	Common Stock	**	279
	VALERO ENERGY CORP NFS LLC IS A SPECIAL	Common Stock	**	12,740
	VANGUARD ADMIRAL FDS INC S&P SMALLCAP 6	Common Stock	**	9,129
	VANGUARD INDEX TR VANGUARD EXTENDED	Common Stock	**	28,907
	VANGUARD INTL EQUITY INDEX FD INC	Common Stock	**	75,808
	VANGUARD INTL EQUITY INDEX FD INC FTSE	Common Stock	**	77,628
	VANGUARD SECTOR INDEX FDS VANGUARD	Common Stock	**	45,292
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	32,107
	VANTAGE DRILLING COMPANY ORD SHS	Common Stock	**	736
	VEOLIA ENVIRONNEMENT SPON ADR	Common Stock	**	2,699
	VODAFONE GROUP PLC NEW SPONSORED ADR	Common Stock	**	4,838
	VOLTARI CORP COM USD0.001(POST REV	Common Stock	**	69

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	WATER TECHNOLOGIES INTL INC COM	Common Stock	**	1
	WELLS FARGO & CO NEW	Common Stock	**	636
	WHIRLPOOL CORP	Common Stock	**	15,735
	WHITEWAVE FOODS CO COM USD0.01 CL A	Common Stock	**	4,221
	WILD BRUSH ENERGY INC COM NEW	Common Stock	**	20
	WINDSTREAM HLDGS INC USD0.0001	Common Stock	**	520
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	3,485
	WMI HLDGS CORP COM	Common Stock	**	93
	WYNN RESORTS LTD NFS LLC IS A MARKET	Common Stock	**	67,735
	XEROX CORP NFS IS A SPECIALIST	Common Stock	**	1,714
	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	40,440
	YUM! BRANDS INC	Common Stock	**	4,005
	ZHONG TECHNOLOGIES INC NEW COM NEW	Common Stock	**	87
		Total Common Stock		<u>4,094,768</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	<u>7,667,699</u>
	1ST FIN BK USA DAKOTA DUNES SD	Money Market	**	69,285
	AMERICAN EXPRESS CENTURION BK	Money Market	**	39,912
	CIT BK SALT LAKE CITY UT	Money Market	**	73,875
	CIT BK SALT LAKE CITY UT	Money Market	**	49,535
*	FID RETIRE MMKT	Money Market	**	23,081,137
*	FIDELITY CASH RESERVES	Money Market	**	916,523
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,872
		Total Money Market		<u>24,288,139</u>
	ABF SM CAP VAL INV	Mutual Fund	**	6,570,534
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	3,883
	ANWORTH MTG ASSET CORP	Mutual Fund	**	2,804
	BIOTECHNOLOGY ULTRA SECTOR PRO FD INVS	Mutual Fund	**	25,722
	BP PRUDHOE BAY RTY TR UNIT BEN INT	Mutual Fund	**	5,574
	CAPSTEAD MTG CORP COM NO PAR	Mutual Fund	**	4,506
	CEDAR FAIR L P DEP UNIT	Mutual Fund	**	5,935
	CONESTOGA SMALL CAP	Mutual Fund	**	23,590
	CVR PARTNERS LP COM	Mutual Fund	**	1,646
	DODGE & COX BALANCED	Mutual Fund	**	4,544,412
	DODGE & COX STOCK	Mutual Fund	**	4,475,520
	ENTERPRISE PRODUCTS PPTNS LP	Mutual Fund	**	34,258
*	FID CAPITAL & INCOME	Mutual Fund	**	6,060,896
*	FID DIVERSIFIED INTL K	Mutual Fund	**	15,789,169
*	FID FRDM INDX 2000 W	Mutual Fund	**	711,367
*	FID FRDM INDX 2010 W	Mutual Fund	**	4,960,789
*	FID FRDM INDX 2020 W	Mutual Fund	**	19,994,378
*	FID FRDM INDX 2030 W	Mutual Fund	**	28,337,414
*	FID FRDM INDX 2040 W	Mutual Fund	**	14,876,035

ZF North America, Inc. 401(k) & Retirement Plan
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December 31, 2013

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*	FID FRDM INDX 2050 W	Mutual Fund	**	8,330,652
*	FID FRDM INDX INC W	Mutual Fund	**	612,639
*	FID LOW PRICED STK K	Mutual Fund	**	14,227,907
*	FID MID CAP STOCK K	Mutual Fund	**	11,169,944
*	FID OTC K	Mutual Fund	**	25,475,526
*	FID REAL ESTATE INVS	Mutual Fund	**	5,766,509
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	325
*	FIDELITY REAL ESTATE INCOME	Mutual Fund	**	13,398
*	FIDELITY SELECT BIOTECHNOLOGY	Mutual Fund	**	21,225
*	FIDELITY SELECT BUS SVC& OUTSOURCING	Mutual Fund	**	16,932
*	FIDELITY SELECT ENERGY	Mutual Fund	**	6,806
*	FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	47,109
*	FIDELITY SELECT MULTIMEDIA	Mutual Fund	**	3,403
*	FIDELITY SELECT UTILITIES GROWTH	Mutual Fund	**	14,962
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	41,810
	FIRSTHAND ALTERNATIVE ENERGY	Mutual Fund	**	21,619
	HARTFORD SMALL CO Y	Mutual Fund	**	4,381,060
	HCP INC COM	Mutual Fund	**	6,174
	HEALTHCARE ULTRA SECTOR PRO FD INVSTR	Mutual Fund	**	22,770
	JANUS RISK MANAGED STOCK FUND	Mutual Fund	**	22,256
	JANUS SHORT TERM BOND	Mutual Fund	**	56,727
	KINDER MORGAN ENERGY PARTNERS L P	Mutual Fund	**	8,372
	MATTHEW 25	Mutual Fund	**	26,899
	METROPOLITAN WEST TOTAL RETURN BOND	Mutual Fund	**	112
	MFS VALUE R3	Mutual Fund	**	11,707,818
	PIMCO TOT RETURN ADM	Mutual Fund	**	13,625,812
	PRIMECAP ODYSSEY GROWTH FUND	Mutual Fund	**	25,884
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	14,157
*	SPRTN TOTAL MKT INDX FID ADVANTAGE CLAS	Mutual Fund	**	24,316
*	SPTN 500 INDEX INST	Mutual Fund	**	23,159,717
*	SPTN INTL INDEX INV	Mutual Fund	**	3,165,059
	T ROWE PRICE EQUITY INCOME	Mutual Fund	**	25,917
	TRP BLUE CHIP GRTH	Mutual Fund	**	9,322,306
	ULTRA JAPAN PRO FUND INVESTORS SHS	Mutual Fund	**	29,299
	VANG INFL PROT ADM	Mutual Fund	**	1,368,996
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	68,147
	VANGUARD ENERGY	Mutual Fund	**	62,120
	VANGUARD HEALTH CARE	Mutual Fund	**	21,709
	VANGUARD WELLINGTON FUND	Mutual Fund	**	42,313
		Total Mutual Funds		<u>239,387,138</u>
	CALL (AAPL) APPLE INC	Other	**	14,770
	CALL (AAPL) APPLE INC	Other	**	3,290
	CALL (AXP) AMERICAN EXPRESS CO	Other	**	5,500
	CALL (BRCM) BROADCOM CORP	Other	**	1,180
	CALL (FB) FACEBOOK INC COM	Other	**	160
	CALL (GOOG) GOOGLE INC	Other	**	3,570
	CALL (KNDI) KANDI TECHNOLOGIES	Other	**	850
	CALL (MU) MICRON TECHNOLOGY	Other	**	2,056

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	CALL (RAD) RITE AID CORP	Other	**	700
	CALL (SBUX) STARBUCKS CORP	Other	**	4,010
	CALL (SFY) SWIFT ENERGY CO	Other	**	405
	CALL (SIRI) SIRIUS XM HLDGS	Other	**	840
	CALL (YHOO) YAHOO INC	Other	**	2,122
		Total Other		<u>39,453</u>
*	PARTICIPANT LOANS	Various maturities (3.64% - 10.50%)	\$ -	<u>8,496,534</u>
				<u>\$ 283,973,731</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed