

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>CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)</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>012</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>012</u>	1c Effective date of plan <u>04/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>012</u>				
1c Effective date of plan <u>04/01/2004</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CONTINENTAL AUTOMOTIVE, INC.</u> <u>1830 MACMILLAN PARK DRIVE</u> <u>FORT MILL, SC 29707</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>51-0304065</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>704-583-3900</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>51-0304065</u>	2c Sponsor's telephone number <u>704-583-3900</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>51-0304065</u>					
2c Sponsor's telephone number <u>704-583-3900</u>					
2d Business code (see instructions) <u>336300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	ROB WILDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	RICK LEDSINGER
	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 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 503
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants	6a 0
b Retired or separated participants receiving benefits	6b 326
c Other retired or separated participants entitled to future benefits.....	6c 168
d Subtotal. Add lines 6a , 6b , and 6c	6d 494
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 7
f Total. Add lines 6d and 6e	6f 501
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1I 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CONTINENTAL AUTOMOTIVE, INC.</u>	D Employer Identification Number (EIN) <u>51-0304065</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>25411115</u>
b Actuarial value	2b <u>25309401</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>331</u> <u>22710717</u>
b For terminated vested participants.....	3b <u>172</u> <u>2594131</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>0</u>
(3) Total active.....	3c(3) <u>0</u>
d Total.....	3d <u>503</u> <u>25304848</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.31</u> %
6 Target normal cost	6 <u>186000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/06/2014</u>
	Signature of actuary	Date
<u>GARO AGHJAYAN</u>		<u>14-06816</u>
	Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>		<u>704-805-7500</u>
	Firm name	Telephone number (including area code)
<u>100 NORTH TRYON STREET</u> <u>SUITE 3600</u> <u>CHARLOTTE, NC 28202</u>		
	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.49</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3338751
b Interest on (a) using prior year's effective interest rate of <u>7.00</u> % except as otherwise provided (see instructions)		233712
c Total available at beginning of current plan year to add to prefunding balance		3572463
d Portion of (c) to be added to prefunding balance		3572375
12 Other reductions in balances due to elections or deemed elections	0	3572375
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.01 %
15 Adjusted funding target attainment percentage	15	100.01 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.98 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	116033				
07/12/2013	292982				
			Totals ►	18(b)	409015
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	397787
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	186000
b Excess assets, if applicable, but not greater than line 31a		31b	4553
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	181447
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	181447
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	397787
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	216340
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

SCHEDULE C (Form 5500) 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 <u>CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONTINENTAL AUTOMOTIVE, INC.</u>	D Employer Identification Number (EIN) <u>51-0304065</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>THE NORTHERN TRUST</u>
<u>36-1561860</u>

(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)

FRANK RUSSELL TRUST COMPANY

91-1116938

(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?
25 28 68	NONE	93668	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MERCER

100 NORTH TRYON STREET
SUITE 3600
CHARLOTTE, NC 28202

(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?
11	NONE	46582	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON HEWITT

36-2235791

(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?
11 15 17 62	RECORDKEEPER	18314	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: KEVIN KADLUBEK	b EIN: 36-2235791
c Position: ENROLLED ACTUARY	
d Address: AON HEWITT 1120 20TH ST. NW, SUITE 600 WASHINGTON, DC 20036	e Telephone: 202-223-0673

Explanation: COMPANY CHANGED ACTUARIAL FIRMS.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)</u>	B Three-digit plan number (PN) ►	<u>012</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CONTINENTAL AUTOMOTIVE, INC.</u>	D Employer Identification Number (EIN) <u>51-0304065</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL FIXED INCOME I FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10423945</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL ENHANCED INX US EQUITY FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-056</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5570265</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL LARGE CAP DEFENSIVE EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-032</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4168333</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL EQUITY I FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4174338</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL SMALL CAP FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-029</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1408406</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL ALL INT'L MARKETS FUND</u>		
b Name of sponsor of entity listed in (a): <u>FRANK RUSSELL TRUST COMPANY</u>		
c EIN-PN <u>91-1117282-020</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1383379</u>
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)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)</u>	B Three-digit plan number (PN) ►	<u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONTINENTAL AUTOMOTIVE, INC.</u>	D Employer Identification Number (EIN) <u>51-0304065</u>	

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	203961	195628
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4041510	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	21194383	27128666
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25439854	27324294

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	92186	51310
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	92186	51310

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25347668	27272984
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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)	409015	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		409015
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4205863
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4614878

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2452248	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2452248
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	160306	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	3333	
(4) Other	2i(4)	73675	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		237314
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2689562

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1925316
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: GREERWALKER LLP

(2) EIN: 56-1434747

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.			

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>CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONTINENTAL AUTOMOTIVE, INC.</u>	D Employer Identification Number (EIN) <u>51-0304065</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>36-3046063</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 <u>0</u>

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): _____

CONTINENTAL NA AUTOMOTIVE
UNION PENSION PLAN (HUNTSVILLE)

Financial Statements and Supplemental
Schedules for the Years Ended
December 31, 2013 and 2012 and
Independent Auditors' Report



GreerWalker

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Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013	12
Schedule H, line 4j - Schedule of Reportable Transactions for the Year Ended December 31, 2013	13

NOTE: The accompanying financial statements and supplemental schedules have been prepared for the purpose of filing Department of Labor's Form 5500. Supplemental schedules required by Section 2520 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, other than those listed above, are omitted because of the absence of the conditions under which they are required.



GreerWalker

INDEPENDENT AUDITORS' REPORT

Continental NA Automotive Union Pension Plan (Huntsville):

We were engaged to audit the accompanying financial statements of the Continental NA Automotive Union Pension Plan (Huntsville) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with generally accepted accounting principles 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 generally accepted auditing standards 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 Frank Russell Trust Company (the "Trustee"), except for comparing the 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 certifications from the Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

GreerWalker LLP – Certified Public Accountants

The Carillon | 227 West Trade St., Suite 1100 | Charlotte, NC 28202 | USA

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Report on Form and Content in Compliance with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with generally accepted auditing standards 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.

Greer Walker LLP

October 6, 2014

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS:		
Cash	\$ 195,628	\$ 203,961
Investments, at fair value	27,128,666	21,194,383
Company contribution receivable		4,041,510
Total assets	<u>27,324,294</u>	<u>25,439,854</u>
LIABILITIES:		
Accrued administrative expense	<u>51,310</u>	<u>92,186</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 27,272,984</u>	<u>\$ 25,347,668</u>

See notes to the financial statements.

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Net appreciation in fair value of investments	\$ 4,205,863	\$ 2,419,546
Company contributions	409,015	4,832,562
Total additions	<u>4,614,878</u>	<u>7,252,108</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	2,452,248	2,939,718
Administrative expenses	237,314	249,012
Total deductions	<u>2,689,562</u>	<u>3,188,730</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,925,316	4,063,378
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>25,347,668</u>	<u>21,284,290</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 27,272,984</u>	<u>\$ 25,347,668</u>

See notes to the financial statements.

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF PLAN

The following description of the Continental NA Automotive Union Pension Plan (Huntsville) (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a noncontributory defined benefit plan sponsored by Continental Automotive, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Pension Benefits - Participants with one or more years of credited service are entitled to monthly pension benefits beginning at the normal retirement age of 65. Participants who lose seniority under the labor agreement prior to age 65 and have 5 or more years of credited service (and are not eligible for early retirement or other plan benefits) or lose seniority after the later of age 65 or the fifth anniversary of their participation in the Plan are vested in a deferred pension service which was earned prior to April 1, 2004 and counted for vesting purposes. The monthly normal retirement benefit, payable for life, is based on a dollar amount that is assigned to the participant's benefit class code (as defined in the plan document) multiplied by the participant's number of years of credited service. Only service credited after March 31, 2004 is counted in calculating the monthly pension amount.

For a deferred pension benefit, the former employee can elect to start his or her benefit at the earlier of age 65 (computed using the normal retirement formula described above using the number of years of credited service as of the date he or she lost seniority), age 60 (computed using the benefit formula described above with a reduction equal to 5/9 of one percent multiplied by the number of months by which the participant is less the age of 65 at the date his/her pension commences), or at the attainment of ages 55 through 60 if the combined age and years of credited service add up to 85 or more (computed using the benefit formula described above multiplied by a percentage specified in the plan document which is based on the participant's age when his or her pension commences, and ranges from between 42.5 percent at age 55 to 66.7 percent at age 60).

The Plan provides an early retirement benefit to participants who are: (a) age 60 to 64 with 10 years or more years of credited service, (b) age 55 to 59 with a combined age and years of credited service adding up to 85 or more, or (c) less than age 55 with at least 30 years of credited service. Service accrued prior to April 1, 2004 is counted in determining eligibility for early retirement. Only service credited after March 31, 2004 is counted in computing the monthly pension amount. The early retirement benefit amount is the sum of: (i) a basic pension amount computed as the normal retirement benefit using credited service up to the participant's early retirement date multiplied by an early retirement percentage specified in the plan document (this percentage, which is based on the participant's age when his or her pension commences, ranges from between 21 percent at age 42 to 100 percent at age 62 or older). If the participant retires early with 30 or more years of credited service or 85 or more points, (i) the basic pension amount is recalculated after the participant attains age 62 and one month, with no reduction for commencing benefits prior to age 62 and one month), (ii) an early retirement supplement (which is paid to participants with 30 or more years of credited service prior to the attainment of age 62 and one month), and (iii) an interim supplement (which is paid to participants with less than 30 years of credited service and prior to the attainment of age 62 and one month). The early retirement supplement is calculated as the difference between the total monthly benefit amount specified in the plan document, which is based on the benefit commencement date and the basic pension amount computed in (i) above. The interim supplement amount is calculated by multiplying the number of months of credited service times the appropriate interim supplemental rate (specified in the plan document) divided by 12. The early retirement supplement or interim supplement amounts are reduced or eliminated if the participant is entitled to receive Social Security benefits, becomes reemployed by the Company, or if the total monthly pension payments paid by the Plan would exceed 70 percent of the participant's final base pay.

Effective February 26, 2011, the Huntsville plant was closed. As a result of the plant closing all benefits in the Plan were frozen effective the closing date. Future benefit obligations will be paid according to the plan document as of the closing date.

Effective January 25, 2012, the Company executed a settlement agreement with the Pension Benefit Guaranty Corporation ("PBGC") to resolve an alleged liability related to ERISA Section 4063. The agreement requires the Company to make four annual "excess contributions" to the Plan of \$3,600,877 beginning February 14, 2012 for the 2011 plan year through February 14, 2015 for the 2014 plan year. In addition, the Company established and maintains a letter of credit in the amount of \$8,700,000 through January 16, 2016 and Continental AG, the Parent company established a guaranty of \$12,500,000 that will remain in effect through December 15, 2015 to cover any required contributions not made by the Company due to default.

Effective December 19, 2013, the Company reached an agreement with the PBGC whereby any obligation to make pension plan contributions in excess of those otherwise required by Section 412 of the Internal Revenue Code ("IRC") are suspended. In addition, the Company was permitted to release its letter of credit in favor of PBGC or any pension plan and Continental AG has been released of its guaranty.

Death and Disability Benefits - If a participant with five or more years of service dies at age 55 or older, an immediate benefit is payable to the participant's surviving spouse in the form of a 50 percent joint and survivor annuity. If the participant's death occurs prior to age 55, spousal benefits commence on the first day of the month following the 55th anniversary of the participant's birth date unless the lump sum present value of such benefits is less than \$5,000, in which case the spouse is entitled to an immediate lump sum payment in lieu of future monthly payments.

If an active participant with 10 or more years of service becomes permanently and totally disabled, at any age, unreduced retirement benefits are payable for life or until permanent and total disability ceases. Disability recipients may elect to receive benefits under one of several actuarially equivalent forms of payment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates. Any adjustments applied to estimated amounts are recognized in the year in which such adjustments are determined.

Concentration of Credit Risk - As of December 31, 2013, substantially all cash was maintained by a single major financial institution. At times, cash at this financial institution may be in excess of the Federal Depository Insurance Corporation insurance limit.

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 as of the measurement date. See Note 4 for disclosure of fair value measurements.

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

Contributions - Contributions to provide benefits under the Plan are made solely by the Company. The contributions of the Company are designed to be in amounts sufficient to meet the minimum funding requirements of Section 412 of the IRC, as determined by the actuary retained by the plan administrator, within the meaning of ERISA. Company contributions for the years ended December 31, 2013 and 2012 were \$409,015 and \$4,832,562, respectively. The Company's contributions for 2013 and 2012 exceeded the minimum funding requirements of ERISA.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

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

Subsequent Events - In preparing the financial statements, the plan administrator has evaluated subsequent events through October 6, 2014, which is the date the financial statements were available to be issued.

3. INVESTMENTS (UNAUDITED)

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held and net appreciation in fair value of investments, was obtained or derived from information supplied to the plan administrator, and certified as complete and accurate by Frank Russell Trust Company (the "Trustee").

The fair value of investments that represented 5 percent or more of the Plan's net assets available for benefits as of December 31, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Russell Fixed Income I Fund	\$ 10,423,945	\$ 8,454,307
Russell Enhanced Index US Equity Fund	\$ 5,570,265	\$ 4,244,392
Russell Equity I Fund	\$ 4,174,338	\$ 3,185,505
Russell Large Cap Defensive Equity Fund	\$ 4,168,333	\$ 3,177,456
Russell Small Cap Fund	\$ 1,408,406	*
Russell Alliance International Markets Fund	\$ 1,383,379	*

* Does not represent 5 percent or more of the Plan's net assets available for benefits for the respective year.

4. FAIR VALUE MEASUREMENTS

Generally accepted accounting principles in the United States of America provide the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under generally accepted accounting principles in the United States of America 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 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 as of December 31, 2013 and 2012.

Common collective trusts: Valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common 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. There are no unfunded commitments as of December 31, 2013 and 2012.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trusts:				
Large cap	\$ 8,342,671	\$ 5,570,265	\$ -	\$ 13,912,936
Fixed	10,423,945			10,423,945
Small cap	1,408,406			1,408,406
International	<u>1,383,379</u>			<u>1,383,379</u>
Investments, at fair value	<u>\$ 21,558,401</u>	<u>\$ 5,570,265</u>	<u>\$ -</u>	<u>\$ 27,128,666</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trusts:				
Large cap	\$ 6,362,961	\$ 4,244,392	\$ -	\$ 10,607,353
Fixed	8,454,307			8,454,307
Small cap	1,070,281			1,070,281
International	<u>1,062,442</u>			<u>1,062,442</u>
Investments, at fair value	<u>\$ 16,949,991</u>	<u>\$ 4,244,392</u>	<u>\$ -</u>	<u>\$ 21,194,383</u>

5. RISKS AND UNCERTAINTIES

The Plan's investments include funds which invest in various types of investment securities and in various companies within various markets. Investment securities are exposed to several risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying financial statements.

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

6. TAX STATUS

The Plan obtained its latest determination letter on May 2, 2011, in which the Internal Revenue Service states that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter, however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Generally accepted accounting principles 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 taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the accompanying financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits of any tax period in progress. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2010.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- Benefits attributable to employee contributions, taking into account those paid out before termination.
- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations.
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All nonvested benefits.

Any funds remaining after the satisfaction of all liabilities under the Plan with respect to participants, transferred retirees or their beneficiaries shall be returned to the Company. In the event of a partial termination of the Plan, the interests in the Plan of all participants affected by such partial termination shall be fully vested and non-forfeitable to the extent funded as of the date of such partial termination.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. For plan terminations occurring during 2013 that ceiling is \$4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a straight-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a straight-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

8. TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain investments of the Plan are units of common collective trusts managed by the Trustee as defined by the Plan, and therefore, these transactions qualify as exempt party-in-interest transactions. Certain administrative expenses related to the administration of the Plan were paid by the Plan. Certain other third party administrative expenses were paid by the Company on behalf of the Plan. These transactions qualify as exempt party-in-interest transactions.

9. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the plan are accumulated based on employees' compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from plan assets are excluded from accumulated plan benefits. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2013. Had the valuation been performed as of December 31, 2012 there would be no material differences.

The significant actuarial assumptions used in the valuations as of December 31, 2012 were:

Interest rate	4.00 percent per annum
Mortality basis after normal retirement age	2013 IRS Mortality table
Expected long-term return on assets	7.00 percent per annum, net of expenses

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The total actuarial present value of accumulated plan benefits as of December 31, 2012, was as follows:

Vested benefits:

Inactive participants receiving benefits	\$ 27,812,688
Inactive participants with deferred benefits	<u>4,861,221</u>
Total vested benefits	32,673,909
Nonvested benefits	<u>-</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 32,673,909</u>

The change in the actuarial present value of accumulated plan benefits for the year ended December 31, 2012, was as follows:

Actuarial present value of accumulated plan benefits as of the beginning of year:	\$ 29,880,170
Increase (decrease) during the year attributable to:	
Increase for interest due to decrease in discount period	1,414,843
Change in actuarial assumptions	3,678,853
Benefits paid	(2,923,048)
Other changes including plan experience	<u>623,091</u>
Actuarial present value of accumulated plan benefits as of the end of the year:	<u>\$ 32,673,909</u>

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

EIN: 51-0304065 - PLAN NUMBER: 012

(a)	(b)	(c)	(d)	(e)
Party-in-interest	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Russell Fixed Income I Fund	Common collective trust Common collective trust Common collective trust Common collective trust Common collective trust Common collective trust	\$ 9,414,674	\$ 10,423,945
*	Russell Enhanced Index US Equity Fund		2,712,308	5,570,265
*	Russell Equity I Fund		2,664,108	4,174,338
*	Russell Large Cap Defensive Equity Fund		3,457,392	4,168,333
*	Russell Small Cap Fund		804,067	1,408,406
*	Russell Alliance International Markets Fund		1,022,400	1,383,379
			\$ 20,074,949	\$ 27,128,666

See independent auditors' report.

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

EIN: 51-0304065 - PLAN NUMBER: 012

(a) Identity of party involved	(b) Description of asset	(c) Number of purchase transactions	(c) Aggregate purchase price	(d) Number of sales transactions	(d) Selling price	(e) Lease rental	(f) Expense with incurred transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain (loss)
* Russell Investments	Russell Fixed Income I Fund	4	\$ 2,404,756	5	\$ 314,189			\$ 2,404,756	\$ 2,404,756	\$ 33,849
* Russell Investments	Russell Fixed Income I Fund							\$ 280,340	\$ 314,189	\$ 33,849
* Russell Investments	Russell Equity I Fund	2	\$ 503,741	22	\$ 580,827			\$ 503,741	\$ 503,741	\$ 166,177
* Russell Investments	Russell Equity I Fund							\$ 414,650	\$ 580,827	\$ 166,177
* Russell Investments	Russell Enhanced Index US Equity Fund	1	\$ 659,631	23	\$ 809,488			\$ 659,631	\$ 659,631	\$ 244,866
* Russell Investments	Russell Enhanced Index US Equity Fund							\$ 564,622	\$ 809,488	\$ 244,866
* Russell Investments	Russell Large Cap Defensive Equity Fund	2	\$ 506,771	24	\$ 566,226			\$ 506,771	\$ 506,771	\$ 152,726
* Russell Investments	Russell Large Cap Defensive Equity Fund							\$ 413,500	\$ 566,225	\$ 152,726

* Party-in-interest to the Plan.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions****Continental NA Automotive Union Pension Plan (Huntsville)**

Effective date and plan year	Effective date: April 1, 2004. Amended and restated January 1, 2010. Plan year: Calendar year																																	
Plan history	Provides benefits to employees covered under agreements entered into between Siemens VDO Automotive Electronics Corporation and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and those of its Local Unions (listed in Appendix H). Effective December 3, 2007, Continental AG acquired Siemens VDO Automotive Corporation.																																	
Significant events that occurred during the year	None																																	
Definitions																																		
• Eligibility	Only inactive participants in the plan.																																	
• Vesting service	From date of hire.																																	
• Total credited service	From date of hire.																																	
• Automotive credited service	From later of date of hire and April 1, 2004.																																	
Normal retirement																																		
• Eligibility	Age 65 with one or more years of Vesting Service.																																	
• Benefit	Years of Automotive Credited Service multiplied by applicable Basic Pension Rate based on job classification.																																	
	<table><tr><td></td><th colspan="4">Effective October 1</th></tr><tr><td></td><th>2007</th><th>2008</th><th>2009</th><th>2010</th></tr><tr><td>Class A</td><td>\$ 52.90</td><td>\$ 53.10</td><td>\$ 53.30</td><td>\$ 53.55</td></tr><tr><td>Class B</td><td>\$ 53.15</td><td>\$ 53.35</td><td>\$ 53.55</td><td>\$ 53.80</td></tr><tr><td>Class C</td><td>\$ 53.40</td><td>\$ 53.60</td><td>\$ 53.80</td><td>\$ 54.05</td></tr><tr><td>Class D</td><td>\$ 53.65</td><td>\$ 53.85</td><td>\$ 54.05</td><td>\$ 54.30</td></tr></table>					Effective October 1					2007	2008	2009	2010	Class A	\$ 52.90	\$ 53.10	\$ 53.30	\$ 53.55	Class B	\$ 53.15	\$ 53.35	\$ 53.55	\$ 53.80	Class C	\$ 53.40	\$ 53.60	\$ 53.80	\$ 54.05	Class D	\$ 53.65	\$ 53.85	\$ 54.05	\$ 54.30
	Effective October 1																																	
	2007	2008	2009	2010																														
Class A	\$ 52.90	\$ 53.10	\$ 53.30	\$ 53.55																														
Class B	\$ 53.15	\$ 53.35	\$ 53.55	\$ 53.80																														
Class C	\$ 53.40	\$ 53.60	\$ 53.80	\$ 54.05																														
Class D	\$ 53.65	\$ 53.85	\$ 54.05	\$ 54.30																														
Early retirement																																		
• Eligibility	Age 60 with 10 years of Vesting Service, or age 55 with 85 points or 30 or more years of Vesting Service.																																	

Schedule SB, Part V — Summary of Plan Provisions

- Benefit

The monthly benefit amount determined as the Normal Retirement benefit above based on Automotive Credited Service as of the early retirement date multiplied by an Early Retirement reduction factor.

If the participant retires early with 30 or more years of Total Credited Service or combined years of age and years of Total Credited Service which totaled 85 points or more, the Early Retirement benefit payable after age 62 is recalculated without any reduction for Early Retirement.

Age	Early Retirement Factor
42	0.210
43	0.226
44	0.243
45	0.261
46	0.282
47	0.304
48	0.328
49	0.354
50	0.383
51	0.415
52	0.450
53	0.489
54	0.532
55	0.579
56	0.635
57	0.694
58	0.752
59	0.808
60	0.867
61	0.933
62+	1.000

Early retirement supplement

- Eligibility

Thirty or more years of Total Credited Service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Temporary to age 62 benefit equal to the difference between (a) and (b) below: (a) Early Retirement Benefit (b) Total Monthly Benefit Amount based on benefit commencement date:																																													
	<table><tr><th>For Benefit Commencement Dates On or After</th><th>Total Monthly Benefit</th></tr><tr><td>October 1, 2007</td><td>\$3,140</td></tr><tr><td>October 1, 2008</td><td>\$3,150</td></tr><tr><td>October 1, 2009</td><td>\$3,160</td></tr><tr><td>October 1, 2010</td><td>\$3,170</td></tr></table>	For Benefit Commencement Dates On or After	Total Monthly Benefit	October 1, 2007	\$3,140	October 1, 2008	\$3,150	October 1, 2009	\$3,160	October 1, 2010	\$3,170																																			
For Benefit Commencement Dates On or After	Total Monthly Benefit																																													
October 1, 2007	\$3,140																																													
October 1, 2008	\$3,150																																													
October 1, 2009	\$3,160																																													
October 1, 2010	\$3,170																																													
Interim Supplement																																														
• Eligibility	Age 60 with 10 years of Total Credited Service or age 55 with 85 points, but less than 30 years of Total Credited Service.																																													
• Benefit	Temporary to age 62 benefit equal to years of Automotive Credited Service multiplied by the applicable Interim Rate.																																													
	<table><tr><th></th><th colspan="4">Effective October 1</th></tr><tr><th></th><th>2007</th><th>2008</th><th>2009</th><th>2010</th></tr><tr><td>Age 55</td><td>\$ 22.35</td><td>\$ 22.45</td><td>\$ 22.55</td><td>\$ 22.60</td></tr><tr><td>Age 56</td><td>\$ 26.35</td><td>\$ 26.50</td><td>\$ 26.60</td><td>\$ 26.70</td></tr><tr><td>Age 57</td><td>\$ 31.90</td><td>\$ 32.00</td><td>\$ 32.15</td><td>\$ 32.25</td></tr><tr><td>Age 58</td><td>\$ 37.35</td><td>\$ 37.50</td><td>\$ 37.65</td><td>\$ 37.80</td></tr><tr><td>Age 59</td><td>\$ 41.65</td><td>\$ 41.85</td><td>\$ 42.00</td><td>\$ 42.20</td></tr><tr><td>Age 60</td><td>\$ 48.25</td><td>\$ 48.45</td><td>\$ 48.65</td><td>\$ 48.85</td></tr><tr><td>Age 61</td><td>\$ 48.25</td><td>\$ 48.45</td><td>\$ 48.65</td><td>\$48.85</td></tr></table>		Effective October 1					2007	2008	2009	2010	Age 55	\$ 22.35	\$ 22.45	\$ 22.55	\$ 22.60	Age 56	\$ 26.35	\$ 26.50	\$ 26.60	\$ 26.70	Age 57	\$ 31.90	\$ 32.00	\$ 32.15	\$ 32.25	Age 58	\$ 37.35	\$ 37.50	\$ 37.65	\$ 37.80	Age 59	\$ 41.65	\$ 41.85	\$ 42.00	\$ 42.20	Age 60	\$ 48.25	\$ 48.45	\$ 48.65	\$ 48.85	Age 61	\$ 48.25	\$ 48.45	\$ 48.65	\$48.85
	Effective October 1																																													
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Age 58	\$ 37.35	\$ 37.50	\$ 37.65	\$ 37.80																																										
Age 59	\$ 41.65	\$ 41.85	\$ 42.00	\$ 42.20																																										
Age 60	\$ 48.25	\$ 48.45	\$ 48.65	\$ 48.85																																										
Age 61	\$ 48.25	\$ 48.45	\$ 48.65	\$48.85																																										
Special Early Retirement																																														
• Eligibility	Age 50 with 10 years of Total Credited Service.																																													
• Benefit	Unreduced Normal Retirement benefit and a temporary supplement payable until age 62 equal to \$51.20 times Automotive Credited Service.																																													
Deferred vested																																														
• Eligibility	100% vested with five years of Vesting Service.																																													
• Benefit	The monthly pension is determined as in Normal Retirement above, and reduced to reflect early retirement, if applicable.																																													
Disability																																														
• Eligibility	Ten years of Vesting Service.																																													
• Benefit	The monthly benefit amount determined as the Normal Retirement benefit above based on Automotive Credited Service as of the disability.																																													

Schedule SB, Part V — Summary of Plan Provisions

Death benefits	
• Eligibility	Eligibility occurs on death in active service after five years of vesting service.
• Benefit prior to retirement	50% of the Normal Retirement benefit that would have been payable to the participant as a single life annuity based on the years of Automotive Credited Service completed as of the date of death.
• Benefit after retirement	65% of the Normal Retirement benefit that would have been payable to the participant as a single life annuity based on the years of Automotive Credited Service completed as of the date of death.
Unpredictable contingent event benefits	
• Event	N/A
• Eligibility	N/A
• Benefit	N/A
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	65% joint and survivor annuity.
• Optional forms	• Joint and survivor annuity (100%, 75%, 65%, 50%)
• Actuarial Equivalence	51GAM for males (five-year setback for females) and the applicable interest rate used by the PBGC as of the first day of the plan year preceding the determination date.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, are included in this valuation:

- **Most recent plan amendments included:** Amendment #2 is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* Not applicable
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy

Schedule SB, Part V — Summary of Plan Provisions

due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding***Additional Benefits Included or Excluded***

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		4.94%	1.75%
• Next 15 years		6.15%	4.62%
• Over 20 years		6.76%	5.72%

Mortality sponsor elections

• Healthy participants	2013 Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
• Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995
• Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits

Other economic assumptions

• Expected investment return	7.00% per year for years 2012 through 2013
• Expenses	\$186,000 added to current year normal cost

Demographic assumptions

• Benefit commencement age for current vested deferred	65		
• Spouse assumptions		<u>Male participants</u>	<u>Female participants</u>
— Percentage married		75%	50%
— Spouse age difference		3 years younger	3 years older

Form of payment

	<u>Single life</u>
• Current vested deferred	100%

Unpredictable contingent event assumptions

Not applicable

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods***

The asset valuation method is an average of the adjusted market value for each month during the last 6 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

The following assumption changes have occurred since the January 1, 2012 valuation.

- The expense component of normal cost decreased from \$328,000 to \$186,000 to reflect our expectations for the current plan year.

Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was done by Aon Hewitt. This change qualifies for automatic IRS approval. No other method changes have occurred since the January 1, 2012 funding valuation.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)	B Three-digit plan number (PN) ► <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CONTINENTAL AUTOMOTIVE, INC.	D Employer Identification Number (EIN) 51-0304065
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a	25,411,115	
b Actuarial value	2b	25,309,401	
3 Funding target/participant count breakdown:			
	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment.....	3a	331	22,710,717
b For terminated vested participants.....	3b	172	2,594,131
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		0
(3) Total active.....	3c(3)	0	0
d Total.....	3d	503	25,304,848
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.31 %	
6 Target normal cost	6	186,000	

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

SIGN HERE	<div style="text-align: center; font-size: 1.5em; margin-bottom: 10px;">GA</div> Signature of actuary GARO AGHJAYAN Type or print name of actuary MERCER Firm name 100 North Tryon Street Suite 3600 Charlotte NC 28202 Address of the firm	<div style="text-align: center; font-size: 1.2em; margin-bottom: 10px;">10-06-2014</div> Date 14-06816 Most recent enrollment number (704) 805-7500 Telephone number (including area code)
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Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.49</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3,338,751
b Interest on (a) using prior year's effective interest rate of <u>7.00</u> % except as otherwise provided (see instructions)		233,713
c Total available at beginning of current plan year to add to prefunding balance		3,572,464
d Portion of (c) to be added to prefunding balance		3,572,375
12 Other reductions in balances due to elections or deemed elections		3,572,375
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	100.01 %
15 Adjusted funding target attainment percentage	15	100.01 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.98 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	116,033				
07/12/2013	292,982				
Totals ►			18(b)	409,015	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	397,787

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

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

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	186,000	
b Excess assets, if applicable, but not greater than line 31a	31b	4,553	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	181,447	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	181,447	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	397,787	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	216,340	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation**

Discount rate sponsor elections			
• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		4.94%	1.75%
• Next 15 years		6.15%	4.62%
• Over 20 years		6.76%	5.72%
Mortality sponsor elections			
• Healthy participants	2013 Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.		
• Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995		
• Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits		
Other economic assumptions			
• Expected investment return	7.00% per year for years 2012 through 2013		
• Expenses	\$186,000 added to current year normal cost		
Demographic assumptions			
• Benefit commencement age for current vested deferred	65		
• Spouse assumptions		<u>Male participants</u>	<u>Female participants</u>
— Percentage married		75%	50%
— Spouse age difference		3 years younger	3 years older
Form of payment		<u>Single life</u>	
• Current vested deferred		100%	
Unpredictable contingent event assumptions	Not applicable		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods***

The asset valuation method is an average of the adjusted market value for each month during the last 6 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions****Continental NA Automotive Union Pension Plan (Huntsville)**

Effective date and plan year	Effective date: April 1, 2004. Amended and restated January 1, 2010. Plan year: Calendar year																																	
Plan history	Provides benefits to employees covered under agreements entered into between Siemens VDO Automotive Electronics Corporation and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and those of its Local Unions (listed in Appendix H). Effective December 3, 2007, Continental AG acquired Siemens VDO Automotive Corporation.																																	
Significant events that occurred during the year	None																																	
Definitions																																		
• Eligibility	Only inactive participants in the plan.																																	
• Vesting service	From date of hire.																																	
• Total credited service	From date of hire.																																	
• Automotive credited service	From later of date of hire and April 1, 2004.																																	
Normal retirement																																		
• Eligibility	Age 65 with one or more years of Vesting Service.																																	
• Benefit	Years of Automotive Credited Service multiplied by applicable Basic Pension Rate based on job classification.																																	
	<table><tr><td></td><th colspan="4">Effective October 1</th></tr><tr><td></td><th>2007</th><th>2008</th><th>2009</th><th>2010</th></tr><tr><td>Class A</td><td>\$ 52.90</td><td>\$ 53.10</td><td>\$ 53.30</td><td>\$ 53.55</td></tr><tr><td>Class B</td><td>\$ 53.15</td><td>\$ 53.35</td><td>\$ 53.55</td><td>\$ 53.80</td></tr><tr><td>Class C</td><td>\$ 53.40</td><td>\$ 53.60</td><td>\$ 53.80</td><td>\$ 54.05</td></tr><tr><td>Class D</td><td>\$ 53.65</td><td>\$ 53.85</td><td>\$ 54.05</td><td>\$ 54.30</td></tr></table>					Effective October 1					2007	2008	2009	2010	Class A	\$ 52.90	\$ 53.10	\$ 53.30	\$ 53.55	Class B	\$ 53.15	\$ 53.35	\$ 53.55	\$ 53.80	Class C	\$ 53.40	\$ 53.60	\$ 53.80	\$ 54.05	Class D	\$ 53.65	\$ 53.85	\$ 54.05	\$ 54.30
	Effective October 1																																	
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Class C	\$ 53.40	\$ 53.60	\$ 53.80	\$ 54.05																														
Class D	\$ 53.65	\$ 53.85	\$ 54.05	\$ 54.30																														
Early retirement																																		
• Eligibility	Age 60 with 10 years of Vesting Service, or age 55 with 85 points or 30 or more years of Vesting Service.																																	

Schedule SB, Part V — Summary of Plan Provisions

- Benefit

The monthly benefit amount determined as the Normal Retirement benefit above based on Automotive Credited Service as of the early retirement date multiplied by an Early Retirement reduction factor.

If the participant retires early with 30 or more years of Total Credited Service or combined years of age and years of Total Credited Service which totaled 85 points or more, the Early Retirement benefit payable after age 62 is recalculated without any reduction for Early Retirement.

Age	Early Retirement Factor
42	0.210
43	0.226
44	0.243
45	0.261
46	0.282
47	0.304
48	0.328
49	0.354
50	0.383
51	0.415
52	0.450
53	0.489
54	0.532
55	0.579
56	0.635
57	0.694
58	0.752
59	0.808
60	0.867
61	0.933
62+	1.000

Early retirement supplement

- Eligibility

Thirty or more years of Total Credited Service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Temporary to age 62 benefit equal to the difference between (a) and (b) below:																																													
	(a) Early Retirement Benefit																																													
	(b) Total Monthly Benefit Amount based on benefit commencement date:																																													
	<table><tr><th>For Benefit Commencement Dates On or After</th><th>Total Monthly Benefit</th></tr><tr><td>October 1, 2007</td><td>\$3,140</td></tr><tr><td>October 1, 2008</td><td>\$3,150</td></tr><tr><td>October 1, 2009</td><td>\$3,160</td></tr><tr><td>October 1, 2010</td><td>\$3,170</td></tr></table>	For Benefit Commencement Dates On or After	Total Monthly Benefit	October 1, 2007	\$3,140	October 1, 2008	\$3,150	October 1, 2009	\$3,160	October 1, 2010	\$3,170																																			
For Benefit Commencement Dates On or After	Total Monthly Benefit																																													
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October 1, 2008	\$3,150																																													
October 1, 2009	\$3,160																																													
October 1, 2010	\$3,170																																													
Interim Supplement																																														
• Eligibility	Age 60 with 10 years of Total Credited Service or age 55 with 85 points, but less than 30 years of Total Credited Service.																																													
• Benefit	Temporary to age 62 benefit equal to years of Automotive Credited Service multiplied by the applicable Interim Rate.																																													
	<table><tr><th></th><th colspan="4">Effective October 1</th></tr><tr><th></th><th>2007</th><th>2008</th><th>2009</th><th>2010</th></tr><tr><td>Age 55</td><td>\$ 22.35</td><td>\$ 22.45</td><td>\$ 22.55</td><td>\$ 22.60</td></tr><tr><td>Age 56</td><td>\$ 26.35</td><td>\$ 26.50</td><td>\$ 26.60</td><td>\$ 26.70</td></tr><tr><td>Age 57</td><td>\$ 31.90</td><td>\$ 32.00</td><td>\$ 32.15</td><td>\$ 32.25</td></tr><tr><td>Age 58</td><td>\$ 37.35</td><td>\$ 37.50</td><td>\$ 37.65</td><td>\$ 37.80</td></tr><tr><td>Age 59</td><td>\$ 41.65</td><td>\$ 41.85</td><td>\$ 42.00</td><td>\$ 42.20</td></tr><tr><td>Age 60</td><td>\$ 48.25</td><td>\$ 48.45</td><td>\$ 48.65</td><td>\$ 48.85</td></tr><tr><td>Age 61</td><td>\$ 48.25</td><td>\$ 48.45</td><td>\$ 48.65</td><td>\$48.85</td></tr></table>		Effective October 1					2007	2008	2009	2010	Age 55	\$ 22.35	\$ 22.45	\$ 22.55	\$ 22.60	Age 56	\$ 26.35	\$ 26.50	\$ 26.60	\$ 26.70	Age 57	\$ 31.90	\$ 32.00	\$ 32.15	\$ 32.25	Age 58	\$ 37.35	\$ 37.50	\$ 37.65	\$ 37.80	Age 59	\$ 41.65	\$ 41.85	\$ 42.00	\$ 42.20	Age 60	\$ 48.25	\$ 48.45	\$ 48.65	\$ 48.85	Age 61	\$ 48.25	\$ 48.45	\$ 48.65	\$48.85
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Special Early Retirement																																														
• Eligibility	Age 50 with 10 years of Total Credited Service.																																													
• Benefit	Unreduced Normal Retirement benefit and a temporary supplement payable until age 62 equal to \$51.20 times Automotive Credited Service.																																													
Deferred vested																																														
• Eligibility	100% vested with five years of Vesting Service.																																													
• Benefit	The monthly pension is determined as in Normal Retirement above, and reduced to reflect early retirement, if applicable.																																													
Disability																																														
• Eligibility	Ten years of Vesting Service.																																													
• Benefit	The monthly benefit amount determined as the Normal Retirement benefit above based on Automotive Credited Service as of the disability.																																													

Schedule SB, Part V — Summary of Plan Provisions

Death benefits	
• Eligibility	Eligibility occurs on death in active service after five years of vesting service.
• Benefit prior to retirement	50% of the Normal Retirement benefit that would have been payable to the participant as a single life annuity based on the years of Automotive Credited Service completed as of the date of death.
• Benefit after retirement	65% of the Normal Retirement benefit that would have been payable to the participant as a single life annuity based on the years of Automotive Credited Service completed as of the date of death.
Unpredictable contingent event benefits	
• Event	N/A
• Eligibility	N/A
• Benefit	N/A
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	65% joint and survivor annuity.
• Optional forms	• Joint and survivor annuity (100%, 75%, 65%, 50%)
• Actuarial Equivalence	51GAM for males (five-year setback for females) and the applicable interest rate used by the PBGC as of the first day of the plan year preceding the determination date.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, are included in this valuation:

- **Most recent plan amendments included:** Amendment #2 is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* Not applicable
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy

Schedule SB, Part V — Summary of Plan Provisions

due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding***Additional Benefits Included or Excluded***

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Schedule SB, line 24 — Change in Actuarial Assumptions

The following assumption changes have occurred since the January 1, 2012 valuation.

- The expense component of normal cost decreased from \$328,000 to \$186,000 to reflect our expectations for the current plan year.

Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was done by Aon Hewitt. This change qualifies for automatic IRS approval. No other method changes have occurred since the January 1, 2012 funding valuation.

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2013

EIN: 51-0304065 - PLAN NUMBER: 012

(a)	(b)	(c)	(d)	(e)
Party-in-interest	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Russell Fixed Income I Fund	Common collective trust	\$ 9,414,674	\$ 10,423,945
*	Russell Enhanced Index US Equity Fund	Common collective trust	2,712,308	5,570,265
*	Russell Equity I Fund	Common collective trust	2,664,108	4,174,338
*	Russell Large Cap Defensive Equity Fund	Common collective trust	3,457,392	4,168,333
*	Russell Small Cap Fund	Common collective trust	804,067	1,408,406
*	Russell Alliance International Markets Fund	Common collective trust	1,022,400	1,383,379
			\$ 20,074,949	\$ 27,128,666

* Party-in-interest to the Plan

See independent auditors' report.

CONTINENTAL NA AUTOMOTIVE UNION PENSION PLAN (HUNTSVILLE)

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

EIN: 51-0304065 - PLAN NUMBER: 012

(a) Identity of party involved	(b) Description of asset	(c) Number of purchase transactions	(c) Aggregate purchase price	(d) Number of sales transactions	(d) Selling price	(e) Lease rental	(f) Expense with incurred transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain (loss)
* Russell Investments	Russell Fixed Income I Fund	4	\$ 2,404,756	5	\$ 314,189			\$ 2,404,756	\$ 2,404,756	\$ 33,849
* Russell Investments	Russell Fixed Income I Fund							\$ 280,340	\$ 314,189	\$ 33,849
* Russell Investments	Russell Equity I Fund	2	\$ 503,741	22	\$ 580,827			\$ 503,741	\$ 503,741	\$ 166,177
* Russell Investments	Russell Equity I Fund							\$ 414,650	\$ 580,827	\$ 166,177
* Russell Investments	Russell Enhanced Index US Equity Fund	1	\$ 659,631	23	\$ 809,488			\$ 659,631	\$ 659,631	\$ 244,866
* Russell Investments	Russell Enhanced Index US Equity Fund							\$ 564,622	\$ 809,488	\$ 244,866
* Russell Investments	Russell Large Cap Defensive Equity Fund	2	\$ 506,771	24	\$ 566,226			\$ 506,771	\$ 506,771	\$ 152,726
* Russell Investments	Russell Large Cap Defensive Equity Fund							\$ 413,500	\$ 566,225	\$ 152,726

* Party-in-interest to the Plan.