

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 PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE INC. & CERTAIN AFFILIATED COMPANIES	<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;">004</td> </tr> <tr> <td colspan="2">1c Effective date of plan 10/30/1987</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 51-0304065</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 704-583-3900</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 326200</td> </tr> </table>	1b Three-digit plan number (PN) ▶	004	1c Effective date of plan 10/30/1987		2b Employer Identification Number (EIN) 51-0304065		2c Sponsor's telephone number 704-583-3900		2d Business code (see instructions) 326200	
1b Three-digit plan number (PN) ▶	004										
1c Effective date of plan 10/30/1987											
2b Employer Identification Number (EIN) 51-0304065											
2c Sponsor's telephone number 704-583-3900											
2d Business code (see instructions) 326200											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CONTINENTAL AUTOMOTIVE, INC. 1830 MACMILLAN PARK DRIVE FORT MILL, SC 29707											

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	
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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 7608	
a Active participants		6a 1434	
b Retired or separated participants receiving benefits		6b 3382	
c Other retired or separated participants entitled to future benefits		6c 2034	
d Subtotal. Add lines 6a , 6b , and 6c		6d 6850	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 673	
f Total. Add lines 6d and 6e		6f 7523	
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	
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 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)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(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>PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE INC. & CERTAIN AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ▶ <u>004</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>413539331</u>
b Actuarial value	2b <u>411250162</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>4015</u> <u>359495351</u>
b For terminated vested participants.....	3b <u>2132</u> <u>47414425</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>15012019</u>
(2) Vested benefits	3c(2) <u>57826799</u>
(3) Total active.....	3c(3) <u>1542</u> <u>72838818</u>
d Total.....	3d <u>7689</u> <u>479748594</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>6.63 %</u>
6 Target normal cost	6 <u>2466000</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)	2933	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)	2933	0
10 Interest on line 9 using prior year's actual return of <u>13.44</u> %	394	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4141
b Interest on (a) using prior year's effective interest rate of <u>6.97</u> % except as otherwise provided (see instructions)		288
c Total available at beginning of current plan year to add to prefunding balance		4429
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3327	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	85.72 %
15 Adjusted funding target attainment percentage	15	82.76 %
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	83.66 %
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	3732150				
07/12/2013	3732150				
10/15/2013	3732150				
01/15/2014	3732150				
04/15/2014	1938888				
07/14/2014	1938888				
			Totals ►	18(b)	18806376
				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	17857305
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: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
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	2466000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	68501759		11725934
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	14191934	
	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	14191934	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	17857305	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3665371	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

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 PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE INC. & CERTAIN AFFILIATED COMPANIES	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 CONTINENTAL AUTOMOTIVE, INC.	D Employer Identification Number (EIN) 51-0304065

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
NORTHERN TRUST 50 SOUTH LASALLE STREET CHICAGO, IL 60603
36-1561860

(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	1479957	Yes ☒ No ☐	Yes ☒ No ☐	0	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	27532	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KEYBANK NATIONAL ASSOCIATION

34-1974252

(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?
13 19 21 62 99	NONE	63952	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

MCGUIRE WOODS

54-0505857

(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?
29	NONE	26422	Yes ☐ No ☒	Yes ☐ No ☐		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 15 17 62	NONE	67118	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CLEARVIEW GROUP

200 GLENRIDGE POINT PARKWAY
SUITE 400
ATLANTA, GA 30342

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	56186	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: JOHN MAGILL	b EIN: 36-2235791
c Position: ENROLLED ACTUARY	
d Address: 45 GLOVER AVENUE NORWALK, CT 06850-1203	e Telephone: 203-852-1100

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

<p>A Name of plan PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE INC. & CERTAIN AFFILIATED COMPANIES</p>	<p>B Three-digit plan number (PN) ▶ 004</p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CONTINENTAL AUTOMOTIVE, INC.</p>	<p>D Employer Identification Number (EIN) 51-0304065</p>

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)	

a Name of MTIA, CCT, PSA, or 103-12 IE: CTNA PENSION MASTER TRUST

b Name of sponsor of entity listed in (a): CONTINENTAL AUTOMOTIVE, INC.

c EIN-PN 51-0304065-014	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 458524729
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

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

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

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 01/01/2013 and ending 12/31/2013		
A Name of plan PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE INC. & CERTAIN AFFILIATED COMPANIES	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 CONTINENTAL AUTOMOTIVE, INC.	D Employer Identification Number (EIN) 51-0304065	

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	104771	114278
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	5662934	7609926
(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)	2858844	2964490
(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)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	406330572	458524729
(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	414957121	469213423

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1984773	822959
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1984773	822959

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	412972348	468390464
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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)	18806376	
(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)		18806376
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	122	
(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)		122
(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)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		75679770
(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		94486268

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	35460261	
(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)		35460261
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)	1664981	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	56186	
(4) Other.....	2i(4)	1886724	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3607891
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		39068152

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		55418116
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>PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE INC. & CERTAIN AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ▶ <u>004</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>34-1974252</u> <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>52</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: 41% Investment-Grade Debt: 49% High-Yield Debt: 3% Real Estate: 4% Other: 3%

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):

PENSION PLAN FOR HOURLY-PAID
EMPLOYEES OF CONTINENTAL
AUTOMOTIVE, INC. AND CERTAIN
AFFILIATED COMPANIES

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



GreerWalker

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NOTE: All supplemental schedules generally required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, have been omitted because the plans investments are held in a master trust, and therefore reported individually under the master trust fund.



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INDEPENDENT AUDITORS' REPORT

Pension Plan for Hourly-Paid Employees of Continental Automotive, Inc. and Certain Affiliated Companies:

We were engaged to audit the accompanying financial statements of the Pension Plan for Hourly-Paid Employees of Continental Automotive, Inc. and Certain Affiliated Companies (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 and KeyBank National Association (collectively, the "Trustees"), except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the Trustees 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.

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, other than that derived from the information certified by the Trustees, 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

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**PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL
AUTOMOTIVE, INC. AND CERTAIN AFFILIATED COMPANIES**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS:		
Cash	<u>\$ 114,278</u>	<u>\$ 104,771</u>
Investments:		
Interest-bearing cash	2,964,490	2,858,844
Plan interest in Continental Tire North America, Inc. Pension Master Trust	<u>458,524,698</u>	<u>406,330,572</u>
Total investments	<u>461,489,188</u>	<u>409,189,416</u>
Company contributions receivable	<u>7,609,926</u>	<u>5,662,934</u>
Total assets	469,213,392	414,957,121
LIABILITIES:		
Accrued administrative expense	<u>822,959</u>	<u>1,984,773</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 468,390,433</u></u>	<u><u>\$ 412,972,348</u></u>

See notes to the financial statements.

PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE, INC. AND CERTAIN AFFILIATED COMPANIES

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:		
Investment income:		
Plan interest in Continental Tire North America, Inc. Pension		
Master Trust investment income	\$ 75,679,739	\$ 49,723,193
Interest income	122	250
Total investment income	<u>75,679,861</u>	<u>49,723,443</u>
Company contributions	<u>18,806,376</u>	<u>15,739,736</u>
Total additions	<u>94,486,237</u>	<u>65,463,179</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	35,460,261	35,659,508
Administrative expenses	<u>3,607,891</u>	<u>2,867,463</u>
Total deductions	<u>39,068,152</u>	<u>38,526,971</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	55,418,085	26,936,208
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>412,972,348</u>	<u>386,036,140</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 468,390,433</u>	<u>\$ 412,972,348</u>

See notes to the financial statements.

PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE, INC. AND CERTAIN AFFILIATED COMPANIES

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

1. DESCRIPTION OF PLAN

The following description of the Pension Plan for Hourly-Paid Employees of Continental Automotive, Inc. and Certain Affiliated Companies (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 defined benefit pension plan covering certain hourly-paid employees of Continental Automotive, Inc. (the "Company") and certain affiliated companies. The participating entities are Continental Tire North America, Inc., Continental Teves, Inc. ("Teves") and CTNA Manufacturing, LLP. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective April 30, 2008, credited service was frozen for Teves employees and no Teves employees may enter the Plan after this date.

Effective December 31, 2010, the Plan was closed to new entrants who did not qualify to participate in the Plan as of December 31, 2010.

Master Trust - The assets of the Plan are maintained, for investment purposes only, on a commingled basis with the assets of the Pension Plan for Salaried Employees of Continental Automotive, Inc. and Certain Affiliated Companies in the Continental Tire North America, Inc. Pension Master Trust (the "Master Trust"). These plans do not own specific assets of the Master Trust, but rather a proportionate beneficial interest or investment percentage. Accordingly, each plan's investment percentage changes regularly, based on daily transactions specific to each plan. Investment income for each fund is allocated to each plan based on the relationship of each plan's beneficial interest in the fund to the total beneficial interest of all plans in the fund.

Pension Benefits - Under the terms of the plan document, participants with five or more years of service are entitled to monthly pension benefits beginning at the normal retirement age of 65. The amount of benefits is based upon a formula that takes into account the years of service, location of service, and age. The Plan permits early retirement at age 55 with a minimum of 10 years of service and, at some locations, at any age with 30 or more years of service. Participants at some locations may qualify for supplemental benefits, payable to age 62, with minimum age and service requirements of 55 and 30 years, respectively. Participants may elect to receive benefits under one of several actuarially equivalent forms of payment. Participants are not vested until they complete their fifth year of continuous service. Upon completion of their fifth year of service, participants are fully vested in the plan benefits.

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. At some locations, a participant is entitled to an additional monthly benefit until attainment of age 62 or until eligible for social security benefits. 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.

Valuation of the Plan's investments represents the Plan's allocable portion of the Master Trust. The Plan's investments in the Master Trust are stated at the underlying fair value of the trust investments as reported by Frank Russell Trust Company ("Russell").

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.

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 Internal Revenue Code ("IRC"), as determined by the actuary retained by the plan administrator. The Company made contributions of \$18,806,376 and \$15,739,736 during the years ended December 31, 2013 and 2012, 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 plan interest in Continental Tire North America, Inc. Pension Master Trust's investment income 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, including investments held, plan interest in Continental Tire North America, Inc. Pension Trust investment income and interest income, was obtained or derived from information supplied to the plan administrator, and certified as complete and accurate by Frank Russell Trust Company and KeyBank National Association (collectively, the "Trustees").

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 is as follows:

	<u>2013</u>	<u>2012</u>
Plan interest in the Master Trust	\$ 458,524,698	\$ 406,330,572

The Plan also has interest-bearing cash held outside of the Master Trust by KeyBank National Association ("KeyBank"). The interest-bearing cash balance and interest income has been certified as complete and accurate by KeyBank as of and for the years ended December 31, 2013 and 2012.

	<u>2013</u>	<u>2012</u>
Interest-bearing cash	\$ 2,964,490	\$ 2,858,844
Interest income	\$ 122	\$ 250

4. FAIR VALUE MEASUREMENTS (UNAUDITED)

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 Master Trust and the Plan have the ability to access.
Level 2	<p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none"> 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. <p>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.</p>
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 investments measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 and 2012.

Interest-bearing cash: Valued as of the ending cash balance plus any accrued interest held by the Plan as of year-end.

Common collective trusts: Valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by Russell, 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 Master Trust 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 Master Trust and 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 investments in KeyBank at fair value as of December 31, 2013 and 2012. The following table does not include the Plan's interest in the Master Trust because that information is presented in a separate table (Note 5).

Investments, at Fair Value as of December 31, 2013				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	\$ 2,964,490	\$ -	\$ -	\$ 2,964,490

Investments, at Fair Value as of December 31, 2012				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	\$ 2,858,844	\$ -	\$ -	\$ 2,858,844

5. INTEREST IN MASTER TRUST (UNAUDITED)

The investment in the Master Trust represents the Plan's proportionate interest in the assets of the Master Trust. The Plan's investment in the Master Trust represented approximately 58.35 percent and 57.71 percent of the total net assets of the Master Trust as of December 31, 2013 and 2012, respectively.

The interest and dividend income from investments and the net realized and unrealized appreciation in fair value of investments in the Master Trust are allocated to the participating plans based upon their percentage ownership in the Master Trust.

The following is a summary of the financial information of the Master Trust.

Fair values of net assets in the Master Trust, as certified by Russell, are as follows:

	<u>2013</u>	<u>2012</u>
Common collective trusts	\$ 785,759,858	\$ 704,076,258

Investment income for the Master Trust, as certified by Russell, is as follows:

	<u>2013</u>	<u>2012</u>
Net appreciation in fair value of investments	\$ 130,470,931	\$ 86,507,259
Interest and dividend income	<u>54</u>	<u>54</u>
Total investment income	<u>\$ 130,470,985</u>	<u>\$ 86,507,259</u>

The Plan's share in the Master Trust's net appreciation in fair value of investments was 58.01 percent and 57.48 percent for the years ended December 31, 2013 and 2012, respectively.

The following table sets forth by level, within the fair value hierarchy, the Master Trust'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	\$ 240,786,209	\$ 161,006,859	\$ -	\$ 401,793,068
Fixed income	266,454,490			266,454,490
Small cap	40,563,504			40,563,504
International	40,020,130			40,020,130
Real estate	<u>36,928,666</u>			<u>36,928,666</u>
Investments, at fair value	<u>\$ 624,752,999</u>	<u>\$ 161,006,859</u>	<u>\$ -</u>	<u>\$ 785,759,858</u>

The following table sets forth by level, within the fair value hierarchy, the Master Trust'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	\$ 212,554,026	\$ 142,833,604	\$ -	\$ 355,387,630
Fixed income	244,310,327			244,310,327
Small cap	36,061,729			36,061,729
International	35,692,088			35,692,088
Real estate	<u>32,624,484</u>			<u>32,624,484</u>
Investments, at fair value	<u>\$ 561,242,654</u>	<u>\$ 142,833,604</u>	<u>\$ -</u>	<u>\$ 704,076,258</u>

6. RISKS AND UNCERTAINTIES

The Master Trust and 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 participant 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.

7. TAX STATUS

The Plan obtained its latest determination letter on June 29, 2012, 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.

8. 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.

9. TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain investments of the Master Trust are units of common collective trusts managed by Russell. Russell is the trustee of the Master Trust; therefore, these investment transactions qualify as exempt party-in-interest transactions. Russell receives investment and administrative fees as a result of these activities. 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.

10. 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:	
Active participants	\$ 89,198,439
Inactive participants receiving benefits	447,659,830
Inactive participants with deferred benefits	<u>76,613,992</u>
Total vested benefits	613,472,261
Nonvested benefits	<u>22,971,057</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 636,443,318</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:	\$ 570,151,891
Increase (decrease) during the year attributable to:	
Increase for interest due to decrease in discount period	27,541,594
Change in actuarial assumptions	69,912,283
Benefits paid	(35,667,723)
Other changes including plan experience	<u>4,505,273</u>
Actuarial present value of accumulated plan benefits as of the end of the year:	<u>\$ 636,443,318</u>

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A)	(B)			(C)			(D)			(E)		
Age	Retirement			Lx			#Retirees			#Retirees x Age		
	(1)	(2)	(3)	(1)	(2)	(3)	(1)	(2)	(3)	(1)	(2)	(3)
48	0%	0%	5%	10,000	10,000	10,000	0	0	500	0	0	24,000
49	0%	0%	5%	10,000	10,000	9,500	0	0	475	0	0	23,275
50	0%	0%	5%	10,000	10,000	9,025	0	0	451	0	0	22,563
51	0%	0%	5%	10,000	10,000	8,574	0	0	429	0	0	21,863
52	0%	0%	5%	10,000	10,000	8,145	0	0	407	0	0	21,177
53	0%	0%	5%	10,000	10,000	7,738	0	0	387	0	0	20,505
54	0%	0%	5%	10,000	10,000	7,351	0	0	368	0	0	19,847
55	2%	20%	15%	10,000	10,000	6,983	203	2,000	1,048	11,165	110,000	57,613
56	2%	10%	15%	9,797	8,000	5,936	201	800	890	11,247	44,800	49,861
57	2%	10%	15%	9,596	7,200	5,045	199	720	757	11,323	41,040	43,139
58	2%	10%	15%	9,398	6,480	4,289	201	648	643	11,664	37,584	37,311
59	2%	10%	15%	9,196	5,832	3,645	201	583	547	11,883	34,409	32,261
60	2%	10%	15%	8,995	5,249	3,099	207	525	465	12,413	31,493	27,887
61	2%	10%	15%	8,788	4,724	2,634	208	472	395	12,705	28,816	24,099
62	3%	30%	30%	8,580	4,252	2,239	222	1,275	672	13,778	79,078	41,640
63	3%	25%	20%	8,358	2,976	1,567	237	744	313	14,901	46,873	19,745
64	3%	25%	20%	8,121	2,232	1,254	249	558	251	15,956	35,713	16,047
65	50%	30%	25%	7,872	1,674	1,003	3,936	502	251	255,833	32,644	16,298
66	30%	30%	30%	3,936	1,172	752	1,181	352	226	77,931	23,202	14,894
67	30%	30%	30%	2,755	820	527	827	246	158	55,378	16,488	10,584
68	30%	30%	30%	1,929	574	369	579	172	111	39,343	11,714	7,519
69	30%	30%	30%	1,350	402	258	405	121	77	27,945	8,320	5,341
70	100%	100%	100%	945	281	181	945	281	181	66,151	19,695	12,642
Total							10,000	10,000	10,000	649,615	601,868	570,112
Average										65	60	57

Group	Active Participant Count	Weighted Average Retirement Age
(1) Teves	406	65
(2) Tire <30yos	941	60
(3) Tire 30+ yos	195	57
Total	1,542	61

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense component of normal cost decreased from \$3,100,000 to \$2,466,000 to reflect our expectations for the current plan year.
- Retirement rates for current vested deferreds were changed from an age based table to a constant age of 60.

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, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25			1								1
25-29		10	41 909	1							52
30-34		5	55 855	24 2,953	3						87
35-39		2	34 769	38 3,258	41 5,195	6					121
40-44		7	35 836	39 3,067	57 5,511	78 8,069	1				217
45-49		4	25 1,158	24 3,247	58 5,858	112 8,457	89 11,881				312
50-54		8	29 878	26 2,829	43 5,070	80 7,850	110 12,529	54 13,438	15		365
55-59		3	13	18	20 4,760	54 6,843	36 11,831	42 12,545	53 16,900	1	240
60-64		5	7	7	20 4,897	27 6,446	12	14	30 15,470	5	127
65-69			1	3	6	3	1		3		17
70 & up				2	1						3
Total		44	241	182	249	360	249	110	101	6	1,542

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average accrued benefit as of December 31, 2012. Average accrued benefit is not shown for cells with fewer than 20 participants.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases					
Year established		Outstanding balance	Years remaining	2013 Installment	
2009	\$	30,259,803	3	\$	10,604,935
2010		76,056,550	12		8,655,340
2011		4,306,721	13		465,270
2012		(41,511,334)	6		(7,896,948)
2013		(609,981)	7		(102,663)
Total	\$	68,501,759		\$	11,725,934

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions***Continental Teves Employees*

Effective date and plan year	Original plan: October 30, 1987 Restated plan: January 1, 2010 Plan year: Calendar Year
Status of the plan	Effective December 31, 2010 benefit accruals under the plan were frozen.
Significant events that occurred during the year	None
Definitions	
• Participation	First of the month following attainment of age 21 and completion of 1 year of service. Participation in the plan is closed.
Normal retirement	
• Eligibility	Age 65.
• Benefit	\$28.00 multiplied by years of credited service not to exceed 40 years of service.
Early retirement	
• Eligibility	Age 55 and 10 years of service.
• Benefit	Normal retirement benefit, reduced 1/15 for the first 5 years and 1/30 for the next 5 years, for commencement prior to age 65.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	Accrued benefit can be paid at age 55, with reduction for commencement before age 65.
Disability	
• Eligibility	Culpeper: Age 50 and 15 years of credited service. All others: Total and permanent disability and 10 years of service.
• Benefit	Culpeper: Accrued benefit at disability, payable until earlier of normal retirement age or death. All others: Accrued benefit at disability, payable at normal retirement date, or date that Social Security or LTD benefit cease, if earlier.
Pre-retirement death	
• Eligibility	Death after becoming eligible for a vested benefit. Benefit commences no earlier than earliest retirement date which could have been elected by deceased participant.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued pension at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died. For a terminated vested participant there is a charge for each year coverage is in effect after termination date. Coverage for which a charge is made may be waived with consent of the spouse.
Unpredictable contingent event benefits	N/A
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	50% joint and survivor annuity
• Optional forms	<ul style="list-style-type: none"> • Life annuity • Joint and survivor annuity (50%, 100%)
• Optional form conversion factors	1951 GAM Pension Mortality table for males, set back 2 years for participants and 5 years for beneficiaries, and 6% interest.
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.

Continental Tire Employees

Effective date and plan year	Plan year: Calendar Year										
Status of the plan	Effective November 1, 2004, no new participants could enter the plan. Effective April 30, 2005, all benefit accruals under the plan were frozen.										
Significant events that occurred during the year	None										
Definitions											
• Participation	All hourly-paid employees at a location covered under the plan. Participation in the plan is closed.										
Normal retirement											
• Eligibility	Age 65.										
• Benefit	Benefit rate per Schedules times credited service. <table border="1"> <thead> <tr> <th>Location</th><th>Monthly Rate</th></tr> </thead> <tbody> <tr> <td>Aldora Mills</td><td>\$12.00</td></tr> <tr> <td>Charlotte</td><td>\$51.50</td></tr> <tr> <td>Mayfield</td><td>\$51.50</td></tr> <tr> <td>Mt. Vernon</td><td>\$50.00</td></tr> </tbody> </table> Benefit accruals are now frozen for all remaining active groups	Location	Monthly Rate	Aldora Mills	\$12.00	Charlotte	\$51.50	Mayfield	\$51.50	Mt. Vernon	\$50.00
Location	Monthly Rate										
Aldora Mills	\$12.00										
Charlotte	\$51.50										
Mayfield	\$51.50										
Mt. Vernon	\$50.00										
Unreduced Early retirement											
• Eligibility	Age 62 and 10 years of service.										

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Normal retirement benefit based on credited service to early retirement.
Early retirement	
• Eligibility	Age 55 and 10 years of service.
• Benefit	Normal retirement benefit, reduced 4.8%/year for commencement prior to age 62. Benefit is unreduced if 30 years of service at termination.
Supplemental income	
• Eligibility	Age 55 and 30 years of service.
• Benefit	Net of unreduced early retirement benefit and payable until the earlier of age 62, death, or age otherwise specified in individual Benefit Schedules specific to each legacy group.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	Normal retirement benefit accrued to termination payable at normal retirement, or a reduced benefit payable after age 55 on an actuarial equivalent basis.
Disability	
• Eligibility	Total and permanent disability and 10 years of service.
• Benefit	Greater of: a) \$20 times years of credited service, or b) Accrued benefit at disability, unreduced for early commencement
Pre-retirement death	
• Eligibility	Death in active service after completing eligibility requirements for a vested benefit and married for one year prior to death.
• Benefit after age 62 and 10 years of service	Monthly benefit payable for 60 months equal to the normal retirement benefit accrued to date of death. After 60 months, the survivor portion of 50% joint and survivor benefit paid to the surviving spouse or beneficiary.
• Benefit prior to retirement eligibility	Accrued pension at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died. For a terminated vested participant there is a charge for each year coverage is in effect after termination date. Coverage for which a charge is made may be waived with consent of the spouse.
• Benefit after retirement eligibility	One-half the amount of the retirement benefit accrued to date of death.
Lump sum death benefits	
• Eligibility	Payable to surviving spouse if married for at least one year prior to death.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<u>Location</u>	<u>Death benefit</u>
	Akron	\$3,500
	Bryan	\$4,000
	Charlotte	\$4,000
	Mayfield	\$4,000
	Mt. Vernon	\$3,500
	Odessa	\$2,250
	Waco	\$3,500
Unpredictable contingent event benefits	N/A	
Form of benefits		
• Automatic form for unmarried participants	5 year certain and life annuity	
• Automatic form for married participants	50% joint and survivor annuity	
• Optional forms	<ul style="list-style-type: none"> • 5 year certain and life annuity • 50% joint and survivor annuity • Joint and survivor annuity (100%, 75%, 50%) with first 5 years paid under 5 year certain and life normal form • Joint and survivor annuity (100%, 75%, 50%) with pop-up and first 5 years paid under 5 year certain and life normal form • Certain and life annuities (20, 15, 10 year certain periods) with first 5 years paid under 5 year certain and life normal form 	
• Optional form conversion factors	1951 GAM Pension Mortality table for males, set back 2 years for participants and 5 years for beneficiaries, and 6% interest.	
Miscellaneous		
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. As of the plan freeze in 2010, this limit was \$195,000.	

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, dated September 27, 2012, are included in this valuation.

- **Most recent plan amendments included:** Amendment #2, dated September 27, 2012 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:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.

Schedule SB, Part V — Summary of Plan Provisions

- *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 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:** This 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 15 — Reconciliation of Differences Between Valuation Results and Amounts Used to Calculate AFTAP

Since the 2013 AFTAP was certified, the Highway and Transportation Funding Act of 2014 (“HATFA”) was passed that changed the interest rates used to calculate the liabilities shown on the Schedule SB. As the 2013 AFTAP will not be recertified, per the plan sponsor’s election, the following information outlines the differences between the 2013 AFTAP and the information shown on the Schedule SB.

The following schedule shows the AFTAP that was certified for the 2013 plan year:

Certification Date	AFTAP	Comments
09/30/2013	82.76%	Based on MAP-21 stabilized segment rates (before HATFA)

The following chart shows a comparison of the final 2013 AFTAP and the AFTAP based on the results presented in the 2013 Schedule SB.

	Final certified AFTAP	Schedule SB Results	Difference *
1. Adjusted plan assets			
a. Actuarial value of plan assets	\$ 411,250,162	\$ 411,250,162	\$ 0
b. Credit balances subtracted (Credit balance is not subtracted if 1.a. is greater than 2.a.)	3,327	3,327	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Earmarked contributions during plan year	0	0	0
e. Adjusted plan assets: (a.) – (b.) + (c.) + (d.)	\$ 411,246,835	\$ 411,246,835	\$ 0
2. Adjusted funding target			
a. Funding target	\$ 496,874,231	\$ 479,748,594	\$ (17,125,637)
b. Funding target increases not already reflected in (a.) due to amendments, UCEBs, etc.	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Adjusted funding target: (a.) + (b.) + (c.)	\$ 496,874,231	\$ 479,748,594	\$ (17,125,637)
3. 2013 AFTAP/FTAP: (1.e.) ÷ (2.d.)	82.76%	85.72%	2.96%

* The final certified AFTAP was based on MAP-21 stabilized segment rates. The results presented in the Schedule SB were subsequently updated according to HATFA.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

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

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

A Name of plan PENSION PLAN FOR HOURLY-PAID EMPLOYEES OF CONTINENTAL AUTOMOTIVE, INC.		B Three-digit plan number (PN) ► 004
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	413,539,331
b Actuarial value		2b	411,250,162
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....		3a	4,015
b For terminated vested participants.....		3b	2,132
c For active participants:			
(1) Non-vested benefits		3c(1)	15,012,019
(2) Vested benefits		3c(2)	57,826,799
(3) Total active.....		3c(3)	1,542
d Total.....		3d	7,689
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	6.63 %
6 Target normal cost		6	2,466,000

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	<u>GA</u>	<u>10-06-2014</u>
Signature of actuary		Date
GARO AGHJAYAN		14-06816
Type or print name of actuary		Most recent enrollment number
MERCER		(704) 805-7500
Firm name		Telephone number (including area code)
100 NORTH TRYON STREET SUITE 3600 CHARLOTTE NC 28202		
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)	2,933	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)	2,933	0
10 Interest on line 9 using prior year's actual return of <u>13.44</u> %	394	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4,141
b Interest on (a) using prior year's effective interest rate of <u>6.97</u> % except as otherwise provided (see instructions)		289
c Total available at beginning of current plan year to add to prefunding balance		4,430
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3,327	0

Part III Funding Percentages

14 Funding target attainment percentage	14	85.72 %
15 Adjusted funding target attainment percentage	15	82.76 %
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	83.66 %
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	3,732,150				
07/12/2013	3,732,150				
10/15/2013	3,732,150				
01/15/2014	3,732,150				
04/15/2014	1,938,888				
07/14/2014	1,938,888				
Totals ▶			18(b)	18,806,376	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	17,857,305

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: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
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	2,466,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	68,501,759		11,725,934
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	14,191,934	
	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	14,191,934	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	17,857,305	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3,665,371	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

Schedule SB, line 15 — Reconciliation of Differences Between Valuation Results and Amounts Used to Calculate AFTAP

Since the 2013 AFTAP was certified, the Highway and Transportation Funding Act of 2014 (“HATFA”) was passed that changed the interest rates used to calculate the liabilities shown on the Schedule SB. As the 2013 AFTAP will not be recertified, per the plan sponsor’s election, the following information outlines the differences between the 2013 AFTAP and the information shown on the Schedule SB.

The following schedule shows the AFTAP that was certified for the 2013 plan year:

Certification Date	AFTAP	Comments
09/30/2013	82.76%	Based on MAP-21 stabilized segment rates (before HATFA)

The following chart shows a comparison of the final 2013 AFTAP and the AFTAP based on the results presented in the 2013 Schedule SB.

	Final certified AFTAP	Schedule SB Results	Difference *
1. Adjusted plan assets			
a. Actuarial value of plan assets	\$ 411,250,162	\$ 411,250,162	\$ 0
b. Credit balances subtracted (Credit balance is not subtracted if 1.a. is greater than 2.a.)	3,327	3,327	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Earmarked contributions during plan year	0	0	0
e. Adjusted plan assets: (a.) – (b.) + (c.) + (d.)	\$ 411,246,835	\$ 411,246,835	\$ 0
2. Adjusted funding target			
a. Funding target	\$ 496,874,231	\$ 479,748,594	\$ (17,125,637)
b. Funding target increases not already reflected in (a.) due to amendments, UCEBs, etc.	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Adjusted funding target: (a.) + (b.) + (c.)	\$ 496,874,231	\$ 479,748,594	\$ (17,125,637)
3. 2013 AFTAP/FTAP: (1.e.) ÷ (2.d.)	82.76%	85.72%	2.96%

* The final certified AFTAP was based on MAP-21 stabilized segment rates. The results presented in the Schedule SB were subsequently updated according to HATFA.

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A)	(B)			(C)			(D)			(E)		
Age	Retirement			Lx			#Retirees			#Retirees x Age		
	(1)	(2)	(3)	(1)	(2)	(3)	(1)	(2)	(3)	(1)	(2)	(3)
48	0%	0%	5%	10,000	10,000	10,000	0	0	500	0	0	24,000
49	0%	0%	5%	10,000	10,000	9,500	0	0	475	0	0	23,275
50	0%	0%	5%	10,000	10,000	9,025	0	0	451	0	0	22,563
51	0%	0%	5%	10,000	10,000	8,574	0	0	429	0	0	21,863
52	0%	0%	5%	10,000	10,000	8,145	0	0	407	0	0	21,177
53	0%	0%	5%	10,000	10,000	7,738	0	0	387	0	0	20,505
54	0%	0%	5%	10,000	10,000	7,351	0	0	368	0	0	19,847
55	2%	20%	15%	10,000	10,000	6,983	203	2,000	1,048	11,165	110,000	57,613
56	2%	10%	15%	9,797	8,000	5,936	201	800	890	11,247	44,800	49,861
57	2%	10%	15%	9,596	7,200	5,045	199	720	757	11,323	41,040	43,139
58	2%	10%	15%	9,398	6,480	4,289	201	648	643	11,664	37,584	37,311
59	2%	10%	15%	9,196	5,832	3,645	201	583	547	11,883	34,409	32,261
60	2%	10%	15%	8,995	5,249	3,099	207	525	465	12,413	31,493	27,887
61	2%	10%	15%	8,788	4,724	2,634	208	472	395	12,705	28,816	24,099
62	3%	30%	30%	8,580	4,252	2,239	222	1,275	672	13,778	79,078	41,640
63	3%	25%	20%	8,358	2,976	1,567	237	744	313	14,901	46,873	19,745
64	3%	25%	20%	8,121	2,232	1,254	249	558	251	15,956	35,713	16,047
65	50%	30%	25%	7,872	1,674	1,003	3,936	502	251	255,833	32,644	16,298
66	30%	30%	30%	3,936	1,172	752	1,181	352	226	77,931	23,202	14,894
67	30%	30%	30%	2,755	820	527	827	246	158	55,378	16,488	10,584
68	30%	30%	30%	1,929	574	369	579	172	111	39,343	11,714	7,519
69	30%	30%	30%	1,350	402	258	405	121	77	27,945	8,320	5,341
70	100%	100%	100%	945	281	181	945	281	181	66,151	19,695	12,642
Total							10,000	10,000	10,000	649,615	601,868	570,112
Average										65	60	57

Group	Active Participant Count	Weighted Average Retirement Age
(1) Teves	406	65
(2) Tire <30yos	941	60
(3) Tire 30+ yos	195	57
Total	1,542	61

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		5.23%	1.75%
• Next 15 years		6.51%	4.62%
• Over 20 years		7.16%	5.72%

Mortality sponsor elections

• Healthy participants	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	Teves: Same as healthy. Tire or Teves Culpeper: Revenue Ruling 96-7 table for participants who became disabled before 1995
• Post-1994 disabilities	Teves: Same as healthy. Tire or Teves Culpeper: 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	\$2,466,000 added to current year normal cost

Demographic assumptions

• Withdrawal	See table of sample rates.
• Disability incidence	See table of sample rates. 100% of Tire and Teves Culpeper participants becoming disabled are assumed to be eligible for Social Security disability benefits.
• Retirement age	See table of sample rates.
• Benefit commencement age for	
— Future vested deferred	60
— Current vested deferred	60
• Spouse assumptions	Male participants Female participants
— Percentage married	85% 85%
— Spouse age difference	3 years younger 3 years older

Form of payment – Teves

	Single life	50% J&S
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	0%	100%
• Current vested deferred	100%	0%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Form of payment – Tire	<u>5 C&C</u>	<u>50% J&S</u>	<u>50% J&S with 5 CO</u>	<u>100% J&S with 5 CO</u>
• Active retirements	45%	25%	15%	15%
• Future vested deferred	100%	0%	0%	0%
• Future disabilities	100%	0%	0%	0%
• Future deaths	0%	100%	0%	0%
• Current vested deferred	45%	25%	15%	15%
Unpredictable contingent event assumptions	Not applicable.			

**Table of Sample Rates
Withdrawal Rates**

Attained age	Teves Years of Service					Tire
	0	1	2	3	4+	
20	0%	23.67%	15.90%	13.19%	11.01%	20.00%
25	0%	18.8%	12.21%	9.91%	8.36%	13.20%
30	0%	15.01%	9.34%	7.35%	6.30%	8.24%
35	0%	12.20%	7.20%	5.45%	4.77%	5.35%
40	0%	10.34%	5.80%	4.20%	3.76%	3.47%
45	0%	8.94%	4.74%	3.26%	3.00%	2.48%
50	0%	7.75%	3.83%	2.45%	2.35%	1.75%
55	0%	7.16%	3.39%	2.06%	2.03%	2.11%
60	0%	7.66%	3.76%	2.39%	2.30%	4.88%
65+	0%	9.07%	4.84%	3.35%	3.07%	19.41%

Disability Rates

Attained age	Male	Female
20	0.05%	0.05%
25	0.05%	0.05%
30	0.05%	0.07%
35	0.07%	0.12%
40	0.14%	0.22%
45	0.27%	0.41%
50	0.56%	0.68%
55	1.17%	1.09%
60	1.96%	1.53%
65	0.00%	0.00%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Retirement Rates***

Attained age	Teves Active	Tire Active w/Under 30 years of service	Tire Active w/30+ years of service
48	0.00%	0.00%	5.00%
49	0.00%	0.00%	5.00%
50	0.00%	0.00%	5.00%
51	0.00%	0.00%	5.00%
52	0.00%	0.00%	5.00%
53	0.00%	0.00%	5.00%
54	0.00%	0.00%	5.00%
55	2.03%	20.00%	15.00%
56	2.05%	10.00%	15.00%
57	2.07%	10.00%	15.00%
58	2.14%	10.00%	15.00%
59	2.19%	10.00%	15.00%
60	2.30%	10.00%	15.00%
61	2.37%	10.00%	15.00%
62	2.59%	30.00%	30.00%
63	2.83%	25.00%	20.00%
64	3.07%	25.00%	20.00%
65	50.00%	30.00%	25.00%
66	30.00%	30.00%	30.00%
67	30.00%	30.00%	30.00%
68	30.00%	30.00%	30.00%
69	30.00%	30.00%	30.00%
70	100.00%	100.00%	100.00%

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 expense component of normal cost decreased from \$3,100,000 to \$2,466,000 to reflect our expectations for the current plan year.
- Retirement rates for current vested deferreds were changed from an age based table to a constant age of 60.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions***Continental Teves Employees*

Effective date and plan year	Original plan: October 30, 1987 Restated plan: January 1, 2010 Plan year: Calendar Year
Status of the plan	Effective December 31, 2010 benefit accruals under the plan were frozen.
Significant events that occurred during the year	None
Definitions	
• Participation	First of the month following attainment of age 21 and completion of 1 year of service. Participation in the plan is closed.
Normal retirement	
• Eligibility	Age 65.
• Benefit	\$28.00 multiplied by years of credited service not to exceed 40 years of service.
Early retirement	
• Eligibility	Age 55 and 10 years of service.
• Benefit	Normal retirement benefit, reduced 1/15 for the first 5 years and 1/30 for the next 5 years, for commencement prior to age 65.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	Accrued benefit can be paid at age 55, with reduction for commencement before age 65.
Disability	
• Eligibility	Culpeper: Age 50 and 15 years of credited service. All others: Total and permanent disability and 10 years of service.
• Benefit	Culpeper: Accrued benefit at disability, payable until earlier of normal retirement age or death. All others: Accrued benefit at disability, payable at normal retirement date, or date that Social Security or LTD benefit cease, if earlier.
Pre-retirement death	
• Eligibility	Death after becoming eligible for a vested benefit. Benefit commences no earlier than earliest retirement date which could have been elected by deceased participant.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued pension at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died. For a terminated vested participant there is a charge for each year coverage is in effect after termination date. Coverage for which a charge is made may be waived with consent of the spouse.
Unpredictable contingent event benefits	N/A
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	50% joint and survivor annuity
• Optional forms	<ul style="list-style-type: none"> • Life annuity • Joint and survivor annuity (50%, 100%)
• Optional form conversion factors	1951 GAM Pension Mortality table for males, set back 2 years for participants and 5 years for beneficiaries, and 6% interest.
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.

Continental Tire Employees

Effective date and plan year	Plan year: Calendar Year										
Status of the plan	Effective November 1, 2004, no new participants could enter the plan. Effective April 30, 2005, all benefit accruals under the plan were frozen.										
Significant events that occurred during the year	None										
Definitions											
• Participation	All hourly-paid employees at a location covered under the plan. Participation in the plan is closed.										
Normal retirement											
• Eligibility	Age 65.										
• Benefit	Benefit rate per Schedules times credited service. <table border="1"> <thead> <tr> <th>Location</th><th>Monthly Rate</th></tr> </thead> <tbody> <tr> <td>Aldora Mills</td><td>\$12.00</td></tr> <tr> <td>Charlotte</td><td>\$51.50</td></tr> <tr> <td>Mayfield</td><td>\$51.50</td></tr> <tr> <td>Mt. Vernon</td><td>\$50.00</td></tr> </tbody> </table> Benefit accruals are now frozen for all remaining active groups	Location	Monthly Rate	Aldora Mills	\$12.00	Charlotte	\$51.50	Mayfield	\$51.50	Mt. Vernon	\$50.00
Location	Monthly Rate										
Aldora Mills	\$12.00										
Charlotte	\$51.50										
Mayfield	\$51.50										
Mt. Vernon	\$50.00										
Unreduced Early retirement											
• Eligibility	Age 62 and 10 years of service.										

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Normal retirement benefit based on credited service to early retirement.
Early retirement	
• Eligibility	Age 55 and 10 years of service.
• Benefit	Normal retirement benefit, reduced 4.8%/year for commencement prior to age 62. Benefit is unreduced if 30 years of service at termination.
Supplemental income	
• Eligibility	Age 55 and 30 years of service.
• Benefit	Net of unreduced early retirement benefit and payable until the earlier of age 62, death, or age otherwise specified in individual Benefit Schedules specific to each legacy group.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	Normal retirement benefit accrued to termination payable at normal retirement, or a reduced benefit payable after age 55 on an actuarial equivalent basis.
Disability	
• Eligibility	Total and permanent disability and 10 years of service.
• Benefit	Greater of: a) \$20 times years of credited service, or b) Accrued benefit at disability, unreduced for early commencement
Pre-retirement death	
• Eligibility	Death in active service after completing eligibility requirements for a vested benefit and married for one year prior to death.
• Benefit after age 62 and 10 years of service	Monthly benefit payable for 60 months equal to the normal retirement benefit accrued to date of death. After 60 months, the survivor portion of 50% joint and survivor benefit paid to the surviving spouse or beneficiary.
• Benefit prior to retirement eligibility	Accrued pension at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died. For a terminated vested participant there is a charge for each year coverage is in effect after termination date. Coverage for which a charge is made may be waived with consent of the spouse.
• Benefit after retirement eligibility	One-half the amount of the retirement benefit accrued to date of death.
Lump sum death benefits	
• Eligibility	Payable to surviving spouse if married for at least one year prior to death.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<u>Location</u>	<u>Death benefit</u>
	Akron	\$3,500
	Bryan	\$4,000
	Charlotte	\$4,000
	Mayfield	\$4,000
	Mt. Vernon	\$3,500
	Odessa	\$2,250
	Waco	\$3,500
Unpredictable contingent event benefits	N/A	
Form of benefits		
• Automatic form for unmarried participants	5 year certain and life annuity	
• Automatic form for married participants	50% joint and survivor annuity	
• Optional forms	<ul style="list-style-type: none"> • 5 year certain and life annuity • 50% joint and survivor annuity • Joint and survivor annuity (100%, 75%, 50%) with first 5 years paid under 5 year certain and life normal form • Joint and survivor annuity (100%, 75%, 50%) with pop-up and first 5 years paid under 5 year certain and life normal form • Certain and life annuities (20, 15, 10 year certain periods) with first 5 years paid under 5 year certain and life normal form 	
• Optional form conversion factors	1951 GAM Pension Mortality table for males, set back 2 years for participants and 5 years for beneficiaries, and 6% interest.	
Miscellaneous		
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. As of the plan freeze in 2010, this limit was \$195,000.	

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, dated September 27, 2012, are included in this valuation.

- **Most recent plan amendments included:** Amendment #2, dated September 27, 2012 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:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.

Schedule SB, Part V — Summary of Plan Provisions

- *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 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:** This 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 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, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25			1								1
25-29		10	41 909	1							52
30-34		5	55 855	24 2,953	3						87
35-39		2	34 769	38 3,258	41 5,195	6					121
40-44		7	35 836	39 3,067	57 5,511	78 8,069	1				217
45-49		4	25 1,158	24 3,247	58 5,858	112 8,457	89 11,881				312
50-54		8	29 878	26 2,829	43 5,070	80 7,850	110 12,529	54 13,438	15		365
55-59		3	13	18	20 4,760	54 6,843	36 11,831	42 12,545	53 16,900	1	240
60-64		5	7	7	20 4,897	27 6,446	12	14	30 15,470	5	127
65-69			1	3	6	3	1		3		17
70 & up				2	1						3
Total		44	241	182	249	360	249	110	101	6	1,542

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average accrued benefit as of December 31, 2012. Average accrued benefit is not shown for cells with fewer than 20 participants.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases					
Year established		Outstanding balance	Years remaining	2013 Installment	
2009	\$	30,259,803	3	\$	10,604,935
2010		76,056,550	12		8,655,340
2011		4,306,721	13		465,270
2012		(41,511,334)	6		(7,896,948)
2013		(609,981)	7		(102,663)
Total	\$	68,501,759		\$	11,725,934

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		5.23%	1.75%
• Next 15 years		6.51%	4.62%
• Over 20 years		7.16%	5.72%

Mortality sponsor elections

• Healthy participants	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	Teves: Same as healthy. Tire or Teves Culpeper: Revenue Ruling 96-7 table for participants who became disabled before 1995
• Post-1994 disabilities	Teves: Same as healthy. Tire or Teves Culpeper: 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	\$2,466,000 added to current year normal cost

Demographic assumptions

• Withdrawal	See table of sample rates.
• Disability incidence	See table of sample rates. 100% of Tire and Teves Culpeper participants becoming disabled are assumed to be eligible for Social Security disability benefits.
• Retirement age	See table of sample rates.
• Benefit commencement age for	
— Future vested deferred	60
— Current vested deferred	60
• Spouse assumptions	Male participants Female participants
— Percentage married	85% 85%
— Spouse age difference	3 years younger 3 years older

Form of payment – Teves

	Single life	50% J&S
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	100%	0%
• Future deaths	0%	100%
• Current vested deferred	100%	0%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Form of payment – Tire	<u>5 C&C</u>	<u>50% J&S</u>	<u>50% J&S with 5 CO</u>	<u>100% J&S with 5 CO</u>
• Active retirements	45%	25%	15%	15%
• Future vested deferred	100%	0%	0%	0%
• Future disabilities	100%	0%	0%	0%
• Future deaths	0%	100%	0%	0%
• Current vested deferred	45%	25%	15%	15%
Unpredictable contingent event assumptions	Not applicable.			

**Table of Sample Rates
Withdrawal Rates**

Attained age	Teves Years of Service					Tire
	0	1	2	3	4+	
20	0%	23.67%	15.90%	13.19%	11.01%	20.00%
25	0%	18.8%	12.21%	9.91%	8.36%	13.20%
30	0%	15.01%	9.34%	7.35%	6.30%	8.24%
35	0%	12.20%	7.20%	5.45%	4.77%	5.35%
40	0%	10.34%	5.80%	4.20%	3.76%	3.47%
45	0%	8.94%	4.74%	3.26%	3.00%	2.48%
50	0%	7.75%	3.83%	2.45%	2.35%	1.75%
55	0%	7.16%	3.39%	2.06%	2.03%	2.11%
60	0%	7.66%	3.76%	2.39%	2.30%	4.88%
65+	0%	9.07%	4.84%	3.35%	3.07%	19.41%

Disability Rates

Attained age	Male	Female
20	0.05%	0.05%
25	0.05%	0.05%
30	0.05%	0.07%
35	0.07%	0.12%
40	0.14%	0.22%
45	0.27%	0.41%
50	0.56%	0.68%
55	1.17%	1.09%
60	1.96%	1.53%
65	0.00%	0.00%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Retirement Rates***

Attained age	Teves Active	Tire Active w/Under 30 years of service	Tire Active w/30+ years of service
48	0.00%	0.00%	5.00%
49	0.00%	0.00%	5.00%
50	0.00%	0.00%	5.00%
51	0.00%	0.00%	5.00%
52	0.00%	0.00%	5.00%
53	0.00%	0.00%	5.00%
54	0.00%	0.00%	5.00%
55	2.03%	20.00%	15.00%
56	2.05%	10.00%	15.00%
57	2.07%	10.00%	15.00%
58	2.14%	10.00%	15.00%
59	2.19%	10.00%	15.00%
60	2.30%	10.00%	15.00%
61	2.37%	10.00%	15.00%
62	2.59%	30.00%	30.00%
63	2.83%	25.00%	20.00%
64	3.07%	25.00%	20.00%
65	50.00%	30.00%	25.00%
66	30.00%	30.00%	30.00%
67	30.00%	30.00%	30.00%
68	30.00%	30.00%	30.00%
69	30.00%	30.00%	30.00%
70	100.00%	100.00%	100.00%

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.