

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2005</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2005</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2005</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AFFINIA GROUP, INC.</u> <u>1 WIX WAY</u> <u>GASTONIA, NC 28054</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-1483322</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>704-869-3300</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>441300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-1483322</u>	2c Sponsor's telephone number <u>704-869-3300</u>	2d Business code (see instructions) <u>441300</u>	
2b Employer Identification Number (EIN) <u>20-1483322</u>					
2c Sponsor's telephone number <u>704-869-3300</u>					
2d Business code (see instructions) <u>441300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	CHARLES K CLARK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with incorrect/unrecognized electronic signature.	10/09/2014	CHARLES K CLARK
	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 BENEFIT PLANS COMMITTEE OF THE CORPORATION		3b Administrator's EIN 20-1483322
		3c Administrator's telephone number 704-869-3300
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	3066
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	1893
b Retired or separated participants receiving benefits	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	197
d Subtotal. Add lines 6a , 6b , and 6c	6d	2093
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	4
f Total. Add lines 6d and 6e	6f	2097
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	2076
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	14
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AFFINIA GROUP, INC.	D Employer Identification Number (EIN) 20-1483322

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 52	NONE	62314	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AFFINIA GROUP, INC.</u>	D Employer Identification Number (EIN) <u>20-1483322</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	144429	163045
	(2) Participant contributions.....	1b(2)	273152	272195
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	5622803	5831166
	(9) Value of interest in common/collective trusts	1c(9)	44856350	42300181
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	80874371	101970317
	(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	131771105	150536904

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	24954	95838
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	24954	95838

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	131746151	150441066
---	-----------	-----------	-----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3154887	
(B) Participants	2a(1)(B)	5161915	
(C) Others (including rollovers)	2a(1)(C)	266962	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8583764

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	234635	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		234635

(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)	3654386	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3654386

(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)		-395450
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		16464056
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		28541391

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	9598472	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	930	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		9599402
f Corrective distributions (see instructions).....	2f		27152
g Certain deemed distributions of participant loans (see instructions).....	2g		13240
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	46834	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		46834
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9686628

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		18854763
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		159848

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: REHMANN ROBSON, LLC

(2) EIN: 38-3635706

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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
BRAKE PARTS INC LLC 401(K) SAVINGS PLAN	06-1248287	001

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AFFINIA GROUP, INC.</u>	D Employer Identification Number (EIN) <u>20-1483322</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN

FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and
For the Year Ended December 31, 2013,
Supplemental Schedules as of and for the Year Ended
December 31, 2013, and Independent Auditors' Report

AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN

Table of Contents

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
NOTES TO FINANCIAL STATEMENTS	5-17
SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2013:	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	18
Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions	19

NOTE: All other schedules required by Section 2520.103-10 of 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 they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 8, 2014

Affinia Group Benefits Plan Committee
Affinia Group Partners in Wealth Savings Plan
1 Wix Way
Gastonia, NC 28053

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ***Affinia Group Partners in Wealth Savings Plan*** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Independent Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information referred to in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related

information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter — Supplemental Schedule

The supplemental schedules of assets (held at end of year) and reportable transactions as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

Lehmann Lohman LLC

Affinia Group Partners in Wealth Savings Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS:		
Investments, at fair value (Notes 3 and 4)		
Participant directed investments	\$ 144,270,498	\$ 125,730,721
Receivables:		
Notes receivable from participants	5,831,166	5,622,803
Participant contributions	272,195	273,152
Employer contributions	163,045	144,429
Total receivables	<u>6,266,406</u>	<u>6,040,384</u>
Total assets	150,536,904	131,771,105
LIABILITIES:		
Excess contributions payable	<u>(95,838)</u>	<u>(24,954)</u>
Net assets reflecting investments at fair value	150,441,066	131,746,151
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts (Note 2)	<u>(1,147,449)</u>	<u>(2,258,179)</u>
Net assets available for benefits	<u><u>\$ 149,293,617</u></u>	<u><u>\$ 129,487,972</u></u>

The accompanying notes are an integral part of these financial statements.

Affinia Group Partners in Wealth Savings Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2013

ADDITIONS:

Investment income:

Interest and dividend income, investments	\$ 4,369,666
Net appreciation in fair value of investments (Note 2)	<u>16,464,056</u>
Net investment income	<u>20,833,722</u>

Contributions:

Employer contributions	3,154,887
Participant contributions	5,161,915
Other	<u>266,962</u>
Total contributions	<u>8,583,764</u>

Interest income from participant notes receivable	<u>234,635</u>
---	----------------

Total additions	<u>29,652,121</u>
-----------------	-------------------

DEDUCTIONS:

Benefits paid to participants	9,638,864
Assets transferred out	159,848
Administrative expenses	46,834
Other deductions	<u>930</u>

Total deductions	<u>9,846,476</u>
------------------	------------------

Increase in net assets	19,805,645
------------------------	------------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>129,487,972</u>
End of year	<u><u>\$ 149,293,617</u></u>

The accompanying notes are an integral part of these financial statements.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

1. Plan Description

On November 30, 2004, Affinia Group Inc. (the “Company”), a newly-formed company controlled by affiliates of The Cypress Group L.L.C., completed the acquisition of all of the outstanding shares of capital stock of certain subsidiaries and certain assets consisting primarily of Dana Corporation’s automotive aftermarket business operations pursuant to a stock and asset purchase agreement, as amended. The newly-formed company created the Affinia Group Partners in Wealth Savings Plan (the “Plan”) for its employees effective January 1, 2005.

Under the Plan, only those Dana Corporation employees who transferred employment to the Company between November 30, 2004 and November 30, 2005, received credit for the years of service at Dana Corporation.

The following description of 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 contribution plan covering substantially all eligible hourly and salaried employees of the Company, enabling such employees to accumulate funds on a pre-tax and after-tax basis for long-term retirement savings. A full-time employee of the Company (or any of its subsidiaries) who transferred employment from Dana Corporation in November, 2004 or was hired by the Company as a full-time employee before January 1, 2005, was eligible to participate in the Plan on January 1, 2005. Employees hired subsequent to January 1, 2005 are eligible to participate in the Plan on the first day of the month following the month hired. Part-time employees who have completed 1,000 hours of service during a 12-month period from the date of hire or during any calendar year are also eligible to participate in the Plan. Certain employees who are part of a collective bargaining unit and certain other employees as defined in the Plan Document are not eligible to participate in the Plan. The Plan is a defined contribution plan with cash or deferred arrangement and is intended to satisfy the qualification requirements under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended. Additionally, the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Company maintains sponsorship of the Plan. Overall responsibility for administering the Plan rests with the Affinia Group Benefits Plans Committee (the “Committee”). The Committee has appointed the Vanguard Fiduciary Trust Company (“Vanguard”) as the trustee and recordkeeper for the Plan. The trustee is responsible for the management and control of the Plan’s assets.

Contributions

Each year, participants may contribute up to 50% of their combined pre-tax earnings and also 50% of their after-tax earnings, in whole percentage increments subject to certain limitations as

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

defined in the Plan. Under the Internal Revenue Code, the maximum allowable pre-tax contribution for participants during 2013 was \$17,500. Participants may contribute to the Plan any portion of lump-sum distributions received from other qualified plans when the contributions qualify as a tax-free rollover. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their pre-tax deferral rate set at 3% and increasing 1% in each of the successive years to 6% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

Participants who are expected to reach or are over the age of 50 during the Plan year and are making the maximum contribution are eligible to make additional catch-up contributions. Under the Internal Revenue Code, the maximum allowable catch-up contribution was \$5,500 for 2013.

Participants may elect to have their contributions invested in one or more investment options offered by the Plan. The Plan currently offers funds from registered investment companies and a common collective trust as investment options for participants. Participants may change their investment elections and transfer their investment amounts between funds once each month. Contributions must be allocated in at least 1% increments.

The Company basic and matching contributions are subject to the approval of the Board of Directors. The Company basic contribution is generally 3% of the participants' compensation for the Plan year. The Company matching contribution is generally 50% of the employees' contribution, up to a maximum of 5% of the participants' eligible wages. Due to the unprecedented disruption in the credit markets and the recessionary pressures, the Company made the operational decision to postpone the 2009 401(k) basic and matching contributions effective January 1, 2009. The basic contribution was reinstated effective October 1, 2009 and remained in effect for 2012 and 2013 but it is still undetermined when or if the matching contribution will be reinstated.

Participant Accounts

Each participant account is credited with the participant's contributions, as well as allocations of the Company's basic and matching contributions (when made), fund earnings or losses, and expenses. Earnings or losses and expenses are allocated based on average daily balances. Participant accounts with balances in certain investment accounts are also charged with short-term trading and/or monthly investment service fees as determined by the participant's fund elections and are not separately reflected. Consequently, service fees are reflected as a reduction of net appreciation in the aggregate fair value of such investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Vesting and Forfeited Accounts

Participants are immediately vested in their 401(k) voluntary contributions and fund earnings or losses. Participants are fully vested in the Company matching contributions after three years of service and in the Company basic contributions after two years of service. Forfeited non-vested accounts totaled \$26,340 in addition to income earned of \$3,700 as of December 31, 2013. These amounts are used to reduce future employer contributions or pay Plan administrative expenses in such Plan year. However, the forfeited amount will be restored if a terminated employee is reemployed within five years and repays the previously distributed amount in one lump sum. In 2013, employer contributions were reduced \$52,200 from forfeited non-vested accounts and plan administrative expenses were not reduced from forfeited non-vested accounts. At December 31, 2013 and 2012, the balance of the forfeited non-vested accounts totaled \$88,924 and \$111,083 respectively.

Notes Receivable from Participants

Notes receivable from participants represent loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the Plan agreement. Participants may borrow a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 (subject to certain offsets for prior loans) or 50% of their vested balance from the total of their pre-tax fund accounts and any earnings on those accounts. Participants are allowed to have only one loan outstanding at a time. Personal loans must be repaid within five years of the date they are made and within ten years for loans related to the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear a fixed rate of interest at the prime lending rate at the date of the loan plus one percent. Loan repayments are made directly through payroll deductions and are applied to interest and then to principal according to a payment schedule. There is a loan application fee that is paid from the loan proceeds. In addition, a separate service fee is charged annually after the first year. There were 837 and 874 loans outstanding at December 31, 2013 and 2012, respectively, with interest rates ranging from 4.25-9.25% and with maturities through 2023.

Payment of Benefits

Participants may elect to receive a distribution upon hardship, termination, disability, or retirement after the age of 59^{1/2}. Hardship distributions are allowed for purchasing a primary residence, financing the higher education of the participant or the participant's family member, paying unreimbursed medical bills or alleviating other financial hardships such as eviction. Upon termination, retirement or disability participants may elect to start receiving benefits or rollover their account balances into other qualified plans. If a participant dies, the total account balance will be paid to the designated beneficiary or to his or her estate.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

If only a portion of the account is distributed, the remaining balance will continue to be adjusted for any contributions, fund earnings and losses as of each valuation date. Participants can elect to receive distributions in a lump sum or annual installments (protected benefit) for a period no longer than the participant's life expectancy.

Termination

Although it has not expressed any intent to do so, the Company may terminate the Plan in accordance with ERISA and the Internal Revenue Code. In the event that the Plan is terminated, each participant will become fully vested in their accounts, and the distribution of the Plan assets will occur as soon as practicable in accordance with uniform, nondiscriminatory rules established by the Plan Administrator.

Excess Contributions Payable

The Plan failed to pass the Actual Contribution Percentage ("ACP") Test during the 2013 Plan year. The Plan is required to return the contributions received during the Plan year in excess of the IRC limits back to the contributor. A liability of \$95,838 and \$24,954 is recognized in the Plan's statements of net assets available for benefits as "excess contributions payable" at December 31, 2013 and 2012, respectively, and participant contributions in the 2013 statement of changes in net assets available for benefits were decreased by \$70,884.

2. Summary of Significant Accounting Policies

The following significant accounting policies have been used consistently in the preparation of the Plan's financial statements:

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

In accordance with standards promulgated by the Financial Accounting Standards Board ("FASB"), the Vanguard Retirement Savings Master Trust (the "Trust") is required to be reported at fair value. However, for certain investment assets held by the Trust, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Trust is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment of net assets related to the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan. The Plan's interest in the common collective trust (the Retirement Savings Master Trust) is based on the fair value of the common collective trust's underlying investments which are based on information reported in the audited financial statements of the common collective trust. The fair value is adjusted to contract value for fully benefit-responsive investment contracts as described above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Participant and employer contributions receivable are stated at cost which approximates fair value. Also refer to Note 3 for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Net Appreciation and Depreciation of Investments

Realized gains and losses are calculated by subtracting the proceeds from the sale of investments during the year from the fair value of the investments at the beginning of the year, or at the time of purchase if acquired during the year. Unrealized appreciation and depreciation of investments is calculated by taking the fair value of the investments at the end of the year less the fair value of the investments at the beginning of the year, or at the time of purchase if acquired during the year. Management fees and operating expenses charged to the Plan for investments in registered investment companies and the Trust are deducted from income earned and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation in the aggregate fair value of such investments.

Payment of Benefits

Benefits are recorded upon distribution.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

3. Investments at Fair Value

The FASB defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The FASB also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1:* Unadjusted quoted prices in active markets that the Plan has the ability to access for identical assets and liabilities.
- *Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets or inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

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.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies

The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end, and are classified as Level 1 investments. The net asset value is based on the fair value of the underlying assets owned by the fund net of investment management fees.

Retirement Savings Master Trust ("Trust")

Fully benefit-responsive investment contracts included within the Trust are issued by fifteen investment grade financial institutions and serve to preserve the value of the Fund's investments by emphasizing high credit quality, diversification and by seeking a predictable return with no change to the principal. The Trust provides for the collective investment of assets of tax-exempt

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

pension and profit-sharing plans, primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts, and bond mutual funds. These investment contracts are fully benefit-responsive in that they provide that the trust participants may make withdrawals or transfers at contract value for benefit-responsive requirements. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. The Plan's contract value of these contracts was \$42 million and \$45 million as of December 31, 2013 and 2012, respectively. The Plan's interest in the Trust was less than one percent at December 31, 2013 and 2012. The amount of investments and investment income in the Plan are determined by using the annual percentage in the Trust.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The average yield earned by the Trust was 2.0% for 2013. The average crediting yield to participants was 1.6% for 2013. The crediting yield is calculated by dividing the annualized earnings credited to participants on the last day of the fiscal year by the fair value of all investments in the Trust.

Certain conditions can limit the Trust's ability to transact at contract value with issuers of its investment contracts. Specifically, any event outside the normal operation of the Trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal.

Examples of such events include, but are not limited to, partial or complete legal termination of the Trust or a unit holder, tax disqualification of the Trust or unit holder, and certain Trust amendments if the issuer's consent is not obtained. As of December 31, 2013, the likelihood of such events limiting the ability of the Plan to transact at contract value is not probable.

The contracts do not permit the insurance companies and commercial banks to terminate the agreements prior to the scheduled maturity date.

The Trust fair value is comprised of the aggregate market values of the underlying investments, classified as Level 2 and Level 3 investments. The Trust also has assets in the Vanguard Prime Money Market Fund which is classified as a Level 1 investment.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

As of December 31, 2013 and 2012, the Plan's investments were measured by level within the fair value hierarchy on a recurring basis as follows:

Fair Value Measurements at December 31, 2013				
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies				
Short term reserve funds ⁽¹⁾	\$ 88,924	\$ —	\$ —	\$ 88,924
Bond funds ⁽²⁾	7,701,122	—	—	7,701,122
Balanced funds ⁽³⁾	40,259,867	—	—	40,259,867
Stock funds ⁽⁴⁾	53,920,403	—	—	53,920,403
Retirement Savings Master Trust				
Traditional investment contracts	—	1,019,729	—	1,019,729
Synthetic investment contracts	—	39,328,995	—	39,328,995
Wrap contracts	—	1,308	—	1,308
Money market fund	<u>1,950,150</u>	<u>—</u>	<u>—</u>	<u>1,950,150</u>
Total investments at fair value	<u>\$ 103,920,466</u>	<u>\$ 40,350,032</u>	<u>\$ —</u>	<u>\$ 144,270,498</u>

Fair Value Measurements at December 31, 2012				
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies				
Short term reserve funds ⁽¹⁾	\$ 111,083	\$ —	\$ —	\$ 111,083
Bond funds ⁽²⁾	8,473,957	—	—	8,473,957
Balanced funds ⁽³⁾	31,939,936	—	—	31,939,936
Stock funds ⁽⁴⁾	40,349,395	—	—	40,349,395
Retirement Savings Master Trust				
Traditional investment contracts	—	1,290,925	—	1,290,925
Synthetic investment contracts	—	40,869,212	—	40,869,212
Wrap contracts	—	10,287	442	10,729
Money market fund	<u>2,685,484</u>	<u>—</u>	<u>—</u>	<u>2,685,484</u>
Total investments at fair value	<u>\$ 83,559,855</u>	<u>\$ 42,170,424</u>	<u>\$ 442</u>	<u>\$ 125,730,721</u>

- (1) This class is made up of the Vanguard Prime Money Market fund, which invests in high-quality short-term securities.
- (2) This class invests in corporate, municipal, or U.S. government debt and for the most part focuses on income, rather than investment growth.
- (3) This class invests in stocks, bonds and in some cases money market instruments. They can provide a combination of income, growth and stability.
- (4) This class focuses on investments that seek to provide long-term capital growth, current income, or capital appreciation by investing primarily in the equity securities of companies.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2013 was as follows:

	Common Collective Trusts
Balance at January 1, 2013	442
Sales	(442)
Change in unrealized depreciation	—
Balance at December 31, 2013	<u>\$ —</u>

4. Summary of Information Certified by the Trustee (Unaudited)

The information below and in Note 3 is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Vanguard, the trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate except for an adjustment from fair value to contract value. Accordingly, the Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The adjustment from fair value to contract value for the interest in the Trust relating to fully benefit-responsive investment contracts decreased by approximately \$1.1 million in 2013.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Investments at Fair Value

	<u>2013</u>	<u>2012</u>
Vanguard 500 Index	\$ 5,581,343	\$ 4,006,383
Vanguard Capital Opportunity	2,628,975	1,684,536
Vanguard Explorer	1,917,707	1,213,145
Vanguard Extended Market Index	700,568	432,683
Vanguard Inflation-Protected Securities	1,633,407	2,177,651
Vanguard Intermediate-Term Treasury	860,026	978,426
Vanguard International Growth	3,453,193	2,875,212
Vanguard PRIMECAP	* 24,259,536	* 18,366,237
Vanguard Prime Money Market	88,924	111,083
Vanguard Selected Value	2,076,191	1,405,298
Vanguard Target Retirement 2010	771,501	661,461
Vanguard Target Retirement 2015	5,190,682	4,097,819
Vanguard Target Retirement 2020	4,618,394	3,701,317
Vanguard Target Retirement 2025	2,988,407	2,039,259
Vanguard Target Retirement 2030	4,012,614	3,068,048
Vanguard Target Retirement 2035	1,612,229	1,177,434
Vanguard Target Retirement 2040	950,369	653,752
Vanguard Target Retirement 2045	489,581	366,394
Vanguard Target Retirement 2050	224,602	156,266
Vanguard Target Retirement 2055	7,288	2,920
Vanguard Target Retirement 2060	269	2,950
Vanguard Target Retirement Income	233,299	194,680
Vanguard Total Bond Market Index	5,207,690	5,317,880
Vanguard Total International Stock Index	2,395,990	1,821,313
Vanguard Total Stock Market Index	1,432,280	985,442
Vanguard Wellington	* 19,160,632	* 15,817,636
Vanguard Windsor	* 9,474,620	* 7,559,146
Vanguard Retirement Savings Master Trust	* <u>42,300,181</u>	* <u>44,856,350</u>
Total assets held for investment purposes at fair value	144,270,498	125,730,721
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,147,449)</u>	<u>(2,258,179)</u>
Total assets held for investment purposes at contract value	<u>\$143,123,049</u>	<u>\$123,472,542</u>

*Investments that represent five percent or more of the Plan's net assets available for benefits at December 31, 2013 and 2012.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Statement of Changes in Net Assets Available for Benefits

Investment income:

	<u>2013</u>
Interest income, Retirement Savings Master Trust	\$ 715,280
Interest and dividend income, other investments	3,654,386
Net appreciation in fair value of investments	<u>16,464,056</u>
Net investment income	<u>\$ 20,833,722</u>
 Interest income from notes receivable from participants	 <u>\$ 234,635</u>

5. Exempt Party-In-Interest Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard which acts as Trustee, as defined by the Plan for only those investments. Certain Plan investments represent shares of mutual funds managed by Vanguard, whose affiliates serve as both trustee and recordkeeper of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Administrative fees incurred by the Plan to Vanguard amounted to \$46,834 for the year ended December 31, 2013 and qualify as party-in-interest transactions which are exempt from prohibited transaction rules.

6. Plan Expenses

All reasonable expenses associated with the administration of the Plan may be paid with assets of the Plan, to the extent not paid by the Company and qualify as party-in-interest transactions which are exempt from prohibited transaction rules (see Note 5).

7. Federal Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 5, 2013 that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code. The Company and Plan management believe the Plan is designed and is currently being operated in compliance with the applicable regulations of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that to their knowledge, as of December 31, 2013,

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan may be subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Risks and Uncertainties

The Plan's invested assets consist of registered investment companies and other securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the fair value of investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$149,293,617	\$129,487,972
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>1,147,449</u>	<u>2,258,179</u>
Net assets available for benefits per the Form 5500	<u>\$ 150,441,066</u>	<u>\$ 131,746,151</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Net increase per the financial statements	\$ 19,805,645
Adjustment for assets transferred out	159,848
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,110,730)</u>
Net increase per the Form 5500	<u>\$ 18,854,763</u>

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

The following is a reconciliation of investments at fair value reported in these financial statements to the amounts reported on Schedule H to the Form 5500 at December 31:

	<u>2013</u>	<u>2012</u>
Investments at fair value reported in these financial statements	\$ 144,270,498	\$ 125,730,721
Common collective trust reported on Schedule H to Form 5500	<u>(42,300,181)</u>	<u>(44,856,350)</u>
Mutual fund investments reported on Schedule H to Form 5500	<u>\$ 101,970,317</u>	<u>\$ 80,874,371</u>

The following is a reconciliation of investment income reported in these financial statements to the amounts reported on Schedule H to the Form 5500 at December 31, 2013:

Interest and dividend income, investments	\$ 4,369,666
Interest and dividend income for registered investments reported on Schedule H to Form 5500	<u>(3,654,386)</u>
Interest income from common collective trusts	715,280
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,110,730)</u>
Net investment loss on common collective trust on Schedule H to Form 5500	<u>\$ (395,450)</u>

Participant loans are recorded on the Schedule H to the Form 5500 as an investment, while participant loans are reported as “notes receivable from participants” in the caption receivables in the accompanying financial statements.

10. Subsequent Events

In preparing these financial statements, the Plan has evaluated for potential recognition or disclosure significant subsequent events or transactions that occurred during the period subsequent to December 31, 2013 the most recent statement of net assets available for benefits presented herein, through October 8, 2014, the date these financial statements were available to be issued. On May 1, 2014 the Chassis group was sold to an affiliate of Federal-Mogul Corporation for an agreed upon selling price of \$150 million. Approximately 300 participants who are employees of the Chassis group will be transferred out of the plan during the course of 2014. Chassis participants who have less than two years of service will have their Affinia Group company basic contribution vested at the time of transfer per an amendment to the Plan. Transferring participants may voluntarily elect to have their Affinia Group plan balance rolled over into the Federal-Mogul Corporation plan.

SUPPLEMENTAL SCHEDULES

Affinia Group Partners in Wealth Savings Plan
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 20-1483322

Plan Number: 001

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or	Maturity Value	Current Value
MUTUAL FUNDS:			
¹	Vanguard 500 Index	32,792 shares	\$ 5,581,343
¹	Vanguard Capital Opportunity	56,929 shares	2,628,975
¹	Vanguard Explorer	18,546 shares	1,917,707
¹	Vanguard Extended Market Index	11,163 shares	700,568
¹	Vanguard Inflation-Protected Securities	125,840 shares	1,633,407
¹	Vanguard Intermediate-Term Treasury	77,340 shares	860,026
¹	Vanguard International Growth	147,952 shares	3,453,193
¹	Vanguard PRIMECAP	262,748 shares	24,259,536
¹	Vanguard Prime Money Market	88,924 shares	88,924
¹	Vanguard Selected Value	73,624 shares	2,076,191
¹	Vanguard Target Retirement 2010	30,137 shares	771,501
¹	Vanguard Target Retirement 2015	351,434 shares	5,190,682
¹	Vanguard Target Retirement 2020	170,358 shares	4,618,394
¹	Vanguard Target Retirement 2025	189,740 shares	2,988,407
¹	Vanguard Target Retirement 2030	145,174 shares	4,012,614
¹	Vanguard Target Retirement 2035	94,949 shares	1,612,229
¹	Vanguard Target Retirement 2040	33,558 shares	950,369
¹	Vanguard Target Retirement 2045	27,567 shares	489,581
¹	Vanguard Target Retirement 2050	7,967 shares	224,602
¹	Vanguard Target Retirement 2055	240 shares	7,288
¹	Vanguard Target Retirement 2060	10 shares	269
¹	Vanguard Target Retirement Income	18,664 shares	233,299
¹	Vanguard Total Bond Market Index	493,152 shares	5,207,690
¹	Vanguard Total International Stock Index	143,044 shares	2,395,990
¹	Vanguard Total Stock Market Index	30,690 shares	1,432,280
¹	Vanguard Wellington	505,025 shares	19,160,632
¹	Vanguard Windsor	465,812 shares	9,474,620
COMMON COLLECTIVE TRUST:			
¹	Vanguard Retirement Savings Master Trust	Common Collective Trust	42,300,181
	Notes receivable from participants	4.25% - 9.25% per annum	5,831,166
Total investments and notes receivable from participants ²			<u>\$ 150,101,664</u>

¹ Party in Interest and the information has been certified by Vanguard Fiduciary Trust Company, trustee of the Plan, as complete and accurate.

² Total investments per the Statement of Net Assets Available for Benefits excludes notes receivables from participants in accordance with ASU No. 2010-25.

Affinia Group Partners in Wealth Savings Plan
SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013

EIN: 20-1483322
Plan Number: 001

(a) Identity of Party Involved	(b) Description of Transaction (Include Interest Rate and Maturity in the Case of a Loan)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Reporting Criterion I	Any transaction within the plan year, with respect to any plan asset, involving an amount in excess of 5% of the current value of plan assets.					
	None					
Reporting Criterion II	Any series of transactions (other than transactions with respect to securities) within the plan year, with or in conjunction with the same person which, when aggregated, regardless of the category of asset and gain or loss on any transaction involves an amount in excess of 5% of the current value of plan assets.					
	None					
Reporting Criterion III	Any transactions within the plan year involving securities of the same issue if within the plan year any series of transactions with respect to such securities, when aggregated, involves an amount in excess of 5% of the current value of plan assets.					
Vanguard	Vanguard Retirement Savings Master Trust	\$6,270,673			\$ 6,270,673	\$ -
Vanguard	Vanguard Retirement Savings Master Trust		\$7,716,113	\$7,716,113	\$ 7,716,113	\$ -
Reporting Criterion IV	Any transaction within the plan year with respect to securities with or in conjunction with a person if any prior or subsequent single transaction within the plan year with such person with respect to securities exceeds 5% of the current value of plan assets.					
	None					



AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN FINANCIAL STATEMENTS
--

As of December 31, 2013 and 2012 and
For the Year Ended December 31, 2013,
Supplemental Schedules as of and for the Year Ended
December 31, 2013, and Independent Auditors' Report

AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN

Table of Contents

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
NOTES TO FINANCIAL STATEMENTS	5-17
SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2013:	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	18
Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions	19

NOTE: All other schedules required by Section 2520.103-10 of 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 they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 8, 2014

Affinia Group Benefits Plan Committee
Affinia Group Partners in Wealth Savings Plan
1 Wix Way
Gastonia, NC 28053

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ***Affinia Group Partners in Wealth Savings Plan*** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Independent Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information referred to in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related

information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter — Supplemental Schedule

The supplemental schedules of assets (held at end of year) and reportable transactions as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

Lehmann Lohman LLC

Affinia Group Partners in Wealth Savings Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS:		
Investments, at fair value (Notes 3 and 4)		
Participant directed investments	\$ 144,270,498	\$ 125,730,721
Receivables:		
Notes receivable from participants	5,831,166	5,622,803
Participant contributions	272,195	273,152
Employer contributions	163,045	144,429
Total receivables	<u>6,266,406</u>	<u>6,040,384</u>
Total assets	150,536,904	131,771,105
LIABILITIES:		
Excess contributions payable	<u>(95,838)</u>	<u>(24,954)</u>
Net assets reflecting investments at fair value	150,441,066	131,746,151
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts (Note 2)	<u>(1,147,449)</u>	<u>(2,258,179)</u>
Net assets available for benefits	<u><u>\$ 149,293,617</u></u>	<u><u>\$ 129,487,972</u></u>

The accompanying notes are an integral part of these financial statements.

Affinia Group Partners in Wealth Savings Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2013

ADDITIONS:

Investment income:

Interest and dividend income, investments	\$ 4,369,666
Net appreciation in fair value of investments (Note 2)	<u>16,464,056</u>
Net investment income	<u>20,833,722</u>

Contributions:

Employer contributions	3,154,887
Participant contributions	5,161,915
Other	<u>266,962</u>
Total contributions	<u>8,583,764</u>

Interest income from participant notes receivable	<u>234,635</u>
---	----------------

Total additions	<u>29,652,121</u>
-----------------	-------------------

DEDUCTIONS:

Benefits paid to participants	9,638,864
Assets transferred out	159,848
Administrative expenses	46,834
Other deductions	<u>930</u>

Total deductions	<u>9,846,476</u>
------------------	------------------

Increase in net assets	19,805,645
------------------------	------------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>129,487,972</u>
End of year	<u><u>\$ 149,293,617</u></u>

The accompanying notes are an integral part of these financial statements.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

1. Plan Description

On November 30, 2004, Affinia Group Inc. (the “Company”), a newly-formed company controlled by affiliates of The Cypress Group L.L.C., completed the acquisition of all of the outstanding shares of capital stock of certain subsidiaries and certain assets consisting primarily of Dana Corporation’s automotive aftermarket business operations pursuant to a stock and asset purchase agreement, as amended. The newly-formed company created the Affinia Group Partners in Wealth Savings Plan (the “Plan”) for its employees effective January 1, 2005.

Under the Plan, only those Dana Corporation employees who transferred employment to the Company between November 30, 2004 and November 30, 2005, received credit for the years of service at Dana Corporation.

The following description of 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 contribution plan covering substantially all eligible hourly and salaried employees of the Company, enabling such employees to accumulate funds on a pre-tax and after-tax basis for long-term retirement savings. A full-time employee of the Company (or any of its subsidiaries) who transferred employment from Dana Corporation in November, 2004 or was hired by the Company as a full-time employee before January 1, 2005, was eligible to participate in the Plan on January 1, 2005. Employees hired subsequent to January 1, 2005 are eligible to participate in the Plan on the first day of the month following the month hired. Part-time employees who have completed 1,000 hours of service during a 12-month period from the date of hire or during any calendar year are also eligible to participate in the Plan. Certain employees who are part of a collective bargaining unit and certain other employees as defined in the Plan Document are not eligible to participate in the Plan. The Plan is a defined contribution plan with cash or deferred arrangement and is intended to satisfy the qualification requirements under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended. Additionally, the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Company maintains sponsorship of the Plan. Overall responsibility for administering the Plan rests with the Affinia Group Benefits Plans Committee (the “Committee”). The Committee has appointed the Vanguard Fiduciary Trust Company (“Vanguard”) as the trustee and recordkeeper for the Plan. The trustee is responsible for the management and control of the Plan’s assets.

Contributions

Each year, participants may contribute up to 50% of their combined pre-tax earnings and also 50% of their after-tax earnings, in whole percentage increments subject to certain limitations as

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

defined in the Plan. Under the Internal Revenue Code, the maximum allowable pre-tax contribution for participants during 2013 was \$17,500. Participants may contribute to the Plan any portion of lump-sum distributions received from other qualified plans when the contributions qualify as a tax-free rollover. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their pre-tax deferral rate set at 3% and increasing 1% in each of the successive years to 6% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

Participants who are expected to reach or are over the age of 50 during the Plan year and are making the maximum contribution are eligible to make additional catch-up contributions. Under the Internal Revenue Code, the maximum allowable catch-up contribution was \$5,500 for 2013.

Participants may elect to have their contributions invested in one or more investment options offered by the Plan. The Plan currently offers funds from registered investment companies and a common collective trust as investment options for participants. Participants may change their investment elections and transfer their investment amounts between funds once each month. Contributions must be allocated in at least 1% increments.

The Company basic and matching contributions are subject to the approval of the Board of Directors. The Company basic contribution is generally 3% of the participants' compensation for the Plan year. The Company matching contribution is generally 50% of the employees' contribution, up to a maximum of 5% of the participants' eligible wages. Due to the unprecedented disruption in the credit markets and the recessionary pressures, the Company made the operational decision to postpone the 2009 401(k) basic and matching contributions effective January 1, 2009. The basic contribution was reinstated effective October 1, 2009 and remained in effect for 2012 and 2013 but it is still undetermined when or if the matching contribution will be reinstated.

Participant Accounts

Each participant account is credited with the participant's contributions, as well as allocations of the Company's basic and matching contributions (when made), fund earnings or losses, and expenses. Earnings or losses and expenses are allocated based on average daily balances. Participant accounts with balances in certain investment accounts are also charged with short-term trading and/or monthly investment service fees as determined by the participant's fund elections and are not separately reflected. Consequently, service fees are reflected as a reduction of net appreciation in the aggregate fair value of such investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Vesting and Forfeited Accounts

Participants are immediately vested in their 401(k) voluntary contributions and fund earnings or losses. Participants are fully vested in the Company matching contributions after three years of service and in the Company basic contributions after two years of service. Forfeited non-vested accounts totaled \$26,340 in addition to income earned of \$3,700 as of December 31, 2013. These amounts are used to reduce future employer contributions or pay Plan administrative expenses in such Plan year. However, the forfeited amount will be restored if a terminated employee is reemployed within five years and repays the previously distributed amount in one lump sum. In 2013, employer contributions were reduced \$52,200 from forfeited non-vested accounts and plan administrative expenses were not reduced from forfeited non-vested accounts. At December 31, 2013 and 2012, the balance of the forfeited non-vested accounts totaled \$88,924 and \$111,083 respectively.

Notes Receivable from Participants

Notes receivable from participants represent loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the Plan agreement. Participants may borrow a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 (subject to certain offsets for prior loans) or 50% of their vested balance from the total of their pre-tax fund accounts and any earnings on those accounts. Participants are allowed to have only one loan outstanding at a time. Personal loans must be repaid within five years of the date they are made and within ten years for loans related to the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear a fixed rate of interest at the prime lending rate at the date of the loan plus one percent. Loan repayments are made directly through payroll deductions and are applied to interest and then to principal according to a payment schedule. There is a loan application fee that is paid from the loan proceeds. In addition, a separate service fee is charged annually after the first year. There were 837 and 874 loans outstanding at December 31, 2013 and 2012, respectively, with interest rates ranging from 4.25-9.25% and with maturities through 2023.

Payment of Benefits

Participants may elect to receive a distribution upon hardship, termination, disability, or retirement after the age of 59^{1/2}. Hardship distributions are allowed for purchasing a primary residence, financing the higher education of the participant or the participant's family member, paying unreimbursed medical bills or alleviating other financial hardships such as eviction. Upon termination, retirement or disability participants may elect to start receiving benefits or rollover their account balances into other qualified plans. If a participant dies, the total account balance will be paid to the designated beneficiary or to his or her estate.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

If only a portion of the account is distributed, the remaining balance will continue to be adjusted for any contributions, fund earnings and losses as of each valuation date. Participants can elect to receive distributions in a lump sum or annual installments (protected benefit) for a period no longer than the participant's life expectancy.

Termination

Although it has not expressed any intent to do so, the Company may terminate the Plan in accordance with ERISA and the Internal Revenue Code. In the event that the Plan is terminated, each participant will become fully vested in their accounts, and the distribution of the Plan assets will occur as soon as practicable in accordance with uniform, nondiscriminatory rules established by the Plan Administrator.

Excess Contributions Payable

The Plan failed to pass the Actual Contribution Percentage ("ACP") Test during the 2013 Plan year. The Plan is required to return the contributions received during the Plan year in excess of the IRC limits back to the contributor. A liability of \$95,838 and \$24,954 is recognized in the Plan's statements of net assets available for benefits as "excess contributions payable" at December 31, 2013 and 2012, respectively, and participant contributions in the 2013 statement of changes in net assets available for benefits were decreased by \$70,884.

2. Summary of Significant Accounting Policies

The following significant accounting policies have been used consistently in the preparation of the Plan's financial statements:

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

In accordance with standards promulgated by the Financial Accounting Standards Board ("FASB"), the Vanguard Retirement Savings Master Trust (the "Trust") is required to be reported at fair value. However, for certain investment assets held by the Trust, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Trust is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment of net assets related to the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan. The Plan's interest in the common collective trust (the Retirement Savings Master Trust) is based on the fair value of the common collective trust's underlying investments which are based on information reported in the audited financial statements of the common collective trust. The fair value is adjusted to contract value for fully benefit-responsive investment contracts as described above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Participant and employer contributions receivable are stated at cost which approximates fair value. Also refer to Note 3 for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Net Appreciation and Depreciation of Investments

Realized gains and losses are calculated by subtracting the proceeds from the sale of investments during the year from the fair value of the investments at the beginning of the year, or at the time of purchase if acquired during the year. Unrealized appreciation and depreciation of investments is calculated by taking the fair value of the investments at the end of the year less the fair value of the investments at the beginning of the year, or at the time of purchase if acquired during the year. Management fees and operating expenses charged to the Plan for investments in registered investment companies and the Trust are deducted from income earned and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation in the aggregate fair value of such investments.

Payment of Benefits

Benefits are recorded upon distribution.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

3. Investments at Fair Value

The FASB defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The FASB also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1:* Unadjusted quoted prices in active markets that the Plan has the ability to access for identical assets and liabilities.
- *Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets or inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

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.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies

The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end, and are classified as Level 1 investments. The net asset value is based on the fair value of the underlying assets owned by the fund net of investment management fees.

Retirement Savings Master Trust ("Trust")

Fully benefit-responsive investment contracts included within the Trust are issued by fifteen investment grade financial institutions and serve to preserve the value of the Fund's investments by emphasizing high credit quality, diversification and by seeking a predictable return with no change to the principal. The Trust provides for the collective investment of assets of tax-exempt

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

pension and profit-sharing plans, primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts, and bond mutual funds. These investment contracts are fully benefit-responsive in that they provide that the trust participants may make withdrawals or transfers at contract value for benefit-responsive requirements. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. The Plan's contract value of these contracts was \$42 million and \$45 million as of December 31, 2013 and 2012, respectively. The Plan's interest in the Trust was less than one percent at December 31, 2013 and 2012. The amount of investments and investment income in the Plan are determined by using the annual percentage in the Trust.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The average yield earned by the Trust was 2.0% for 2013. The average crediting yield to participants was 1.6% for 2013. The crediting yield is calculated by dividing the annualized earnings credited to participants on the last day of the fiscal year by the fair value of all investments in the Trust.

Certain conditions can limit the Trust's ability to transact at contract value with issuers of its investment contracts. Specifically, any event outside the normal operation of the Trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal.

Examples of such events include, but are not limited to, partial or complete legal termination of the Trust or a unit holder, tax disqualification of the Trust or unit holder, and certain Trust amendments if the issuer's consent is not obtained. As of December 31, 2013, the likelihood of such events limiting the ability of the Plan to transact at contract value is not probable.

The contracts do not permit the insurance companies and commercial banks to terminate the agreements prior to the scheduled maturity date.

The Trust fair value is comprised of the aggregate market values of the underlying investments, classified as Level 2 and Level 3 investments. The Trust also has assets in the Vanguard Prime Money Market Fund which is classified as a Level 1 investment.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

As of December 31, 2013 and 2012, the Plan's investments were measured by level within the fair value hierarchy on a recurring basis as follows:

Fair Value Measurements at December 31, 2013				
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies				
Short term reserve funds ⁽¹⁾	\$ 88,924	\$ —	\$ —	\$ 88,924
Bond funds ⁽²⁾	7,701,122	—	—	7,701,122
Balanced funds ⁽³⁾	40,259,867	—	—	40,259,867
Stock funds ⁽⁴⁾	53,920,403	—	—	53,920,403
Retirement Savings Master Trust				
Traditional investment contracts	—	1,019,729	—	1,019,729
Synthetic investment contracts	—	39,328,995	—	39,328,995
Wrap contracts	—	1,308	—	1,308
Money market fund	<u>1,950,150</u>	<u>—</u>	<u>—</u>	<u>1,950,150</u>
Total investments at fair value	<u>\$ 103,920,466</u>	<u>\$ 40,350,032</u>	<u>\$ —</u>	<u>\$ 144,270,498</u>

Fair Value Measurements at December 31, 2012				
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies				
Short term reserve funds ⁽¹⁾	\$ 111,083	\$ —	\$ —	\$ 111,083
Bond funds ⁽²⁾	8,473,957	—	—	8,473,957
Balanced funds ⁽³⁾	31,939,936	—	—	31,939,936
Stock funds ⁽⁴⁾	40,349,395	—	—	40,349,395
Retirement Savings Master Trust				
Traditional investment contracts	—	1,290,925	—	1,290,925
Synthetic investment contracts	—	40,869,212	—	40,869,212
Wrap contracts	—	10,287	442	10,729
Money market fund	<u>2,685,484</u>	<u>—</u>	<u>—</u>	<u>2,685,484</u>
Total investments at fair value	<u>\$ 83,559,855</u>	<u>\$ 42,170,424</u>	<u>\$ 442</u>	<u>\$ 125,730,721</u>

- (1) This class is made up of the Vanguard Prime Money Market fund, which invests in high-quality short-term securities.
- (2) This class invests in corporate, municipal, or U.S. government debt and for the most part focuses on income, rather than investment growth.
- (3) This class invests in stocks, bonds and in some cases money market instruments. They can provide a combination of income, growth and stability.
- (4) This class focuses on investments that seek to provide long-term capital growth, current income, or capital appreciation by investing primarily in the equity securities of companies.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2013 was as follows:

	Common Collective Trusts
Balance at January 1, 2013	442
Sales	(442)
Change in unrealized depreciation	—
Balance at December 31, 2013	<u>\$ —</u>

4. Summary of Information Certified by the Trustee (Unaudited)

The information below and in Note 3 is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Vanguard, the trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate except for an adjustment from fair value to contract value. Accordingly, the Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The adjustment from fair value to contract value for the interest in the Trust relating to fully benefit-responsive investment contracts decreased by approximately \$1.1 million in 2013.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Investments at Fair Value

	<u>2013</u>	<u>2012</u>
Vanguard 500 Index	\$ 5,581,343	\$ 4,006,383
Vanguard Capital Opportunity	2,628,975	1,684,536
Vanguard Explorer	1,917,707	1,213,145
Vanguard Extended Market Index	700,568	432,683
Vanguard Inflation-Protected Securities	1,633,407	2,177,651
Vanguard Intermediate-Term Treasury	860,026	978,426
Vanguard International Growth	3,453,193	2,875,212
Vanguard PRIMECAP	* 24,259,536	* 18,366,237
Vanguard Prime Money Market	88,924	111,083
Vanguard Selected Value	2,076,191	1,405,298
Vanguard Target Retirement 2010	771,501	661,461
Vanguard Target Retirement 2015	5,190,682	4,097,819
Vanguard Target Retirement 2020	4,618,394	3,701,317
Vanguard Target Retirement 2025	2,988,407	2,039,259
Vanguard Target Retirement 2030	4,012,614	3,068,048
Vanguard Target Retirement 2035	1,612,229	1,177,434
Vanguard Target Retirement 2040	950,369	653,752
Vanguard Target Retirement 2045	489,581	366,394
Vanguard Target Retirement 2050	224,602	156,266
Vanguard Target Retirement 2055	7,288	2,920
Vanguard Target Retirement 2060	269	2,950
Vanguard Target Retirement Income	233,299	194,680
Vanguard Total Bond Market Index	5,207,690	5,317,880
Vanguard Total International Stock Index	2,395,990	1,821,313
Vanguard Total Stock Market Index	1,432,280	985,442
Vanguard Wellington	* 19,160,632	* 15,817,636
Vanguard Windsor	* 9,474,620	* 7,559,146
Vanguard Retirement Savings Master Trust	* <u>42,300,181</u>	* <u>44,856,350</u>
Total assets held for investment purposes at fair value	144,270,498	125,730,721
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,147,449)</u>	<u>(2,258,179)</u>
Total assets held for investment purposes at contract value	<u>\$143,123,049</u>	<u>\$123,472,542</u>

*Investments that represent five percent or more of the Plan's net assets available for benefits at December 31, 2013 and 2012.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Statement of Changes in Net Assets Available for Benefits

Investment income:

	<u>2013</u>
Interest income, Retirement Savings Master Trust	\$ 715,280
Interest and dividend income, other investments	3,654,386
Net appreciation in fair value of investments	<u>16,464,056</u>
Net investment income	<u>\$ 20,833,722</u>
 Interest income from notes receivable from participants	 <u>\$ 234,635</u>

5. Exempt Party-In-Interest Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard which acts as Trustee, as defined by the Plan for only those investments. Certain Plan investments represent shares of mutual funds managed by Vanguard, whose affiliates serve as both trustee and recordkeeper of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Administrative fees incurred by the Plan to Vanguard amounted to \$46,834 for the year ended December 31, 2013 and qualify as party-in-interest transactions which are exempt from prohibited transaction rules.

6. Plan Expenses

All reasonable expenses associated with the administration of the Plan may be paid with assets of the Plan, to the extent not paid by the Company and qualify as party-in-interest transactions which are exempt from prohibited transaction rules (see Note 5).

7. Federal Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 5, 2013 that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code. The Company and Plan management believe the Plan is designed and is currently being operated in compliance with the applicable regulations of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that to their knowledge, as of December 31, 2013,

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan may be subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Risks and Uncertainties

The Plan's invested assets consist of registered investment companies and other securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the fair value of investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$149,293,617	\$129,487,972
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>1,147,449</u>	<u>2,258,179</u>
Net assets available for benefits per the Form 5500	<u>\$ 150,441,066</u>	<u>\$ 131,746,151</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Net increase per the financial statements	\$ 19,805,645
Adjustment for assets transferred out	159,848
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,110,730)</u>
Net increase per the Form 5500	<u>\$ 18,854,763</u>

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

The following is a reconciliation of investments at fair value reported in these financial statements to the amounts reported on Schedule H to the Form 5500 at December 31:

	<u>2013</u>	<u>2012</u>
Investments at fair value reported in these financial statements	\$ 144,270,498	\$ 125,730,721
Common collective trust reported on Schedule H to Form 5500	<u>(42,300,181)</u>	<u>(44,856,350)</u>
Mutual fund investments reported on Schedule H to Form 5500	<u>\$ 101,970,317</u>	<u>\$ 80,874,371</u>

The following is a reconciliation of investment income reported in these financial statements to the amounts reported on Schedule H to the Form 5500 at December 31, 2013:

Interest and dividend income, investments	\$ 4,369,666
Interest and dividend income for registered investments reported on Schedule H to Form 5500	<u>(3,654,386)</u>
Interest income from common collective trusts	715,280
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,110,730)</u>
Net investment loss on common collective trust on Schedule H to Form 5500	<u>\$ (395,450)</u>

Participant loans are recorded on the Schedule H to the Form 5500 as an investment, while participant loans are reported as “notes receivable from participants” in the caption receivables in the accompanying financial statements.

10. Subsequent Events

In preparing these financial statements, the Plan has evaluated for potential recognition or disclosure significant subsequent events or transactions that occurred during the period subsequent to December 31, 2013 the most recent statement of net assets available for benefits presented herein, through October 8, 2014, the date these financial statements were available to be issued. On May 1, 2014 the Chassis group was sold to an affiliate of Federal-Mogul Corporation for an agreed upon selling price of \$150 million. Approximately 300 participants who are employees of the Chassis group will be transferred out of the plan during the course of 2014. Chassis participants who have less than two years of service will have their Affinia Group company basic contribution vested at the time of transfer per an amendment to the Plan. Transferring participants may voluntarily elect to have their Affinia Group plan balance rolled over into the Federal-Mogul Corporation plan.

SUPPLEMENTAL SCHEDULES

Affinia Group Partners in Wealth Savings Plan
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 20-1483322

Plan Number: 001

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or	Maturity Value	Current Value
MUTUAL FUNDS:			
¹	Vanguard 500 Index	32,792 shares	\$ 5,581,343
¹	Vanguard Capital Opportunity	56,929 shares	2,628,975
¹	Vanguard Explorer	18,546 shares	1,917,707
¹	Vanguard Extended Market Index	11,163 shares	700,568
¹	Vanguard Inflation-Protected Securities	125,840 shares	1,633,407
¹	Vanguard Intermediate-Term Treasury	77,340 shares	860,026
¹	Vanguard International Growth	147,952 shares	3,453,193
¹	Vanguard PRIMECAP	262,748 shares	24,259,536
¹	Vanguard Prime Money Market	88,924 shares	88,924
¹	Vanguard Selected Value	73,624 shares	2,076,191
¹	Vanguard Target Retirement 2010	30,137 shares	771,501
¹	Vanguard Target Retirement 2015	351,434 shares	5,190,682
¹	Vanguard Target Retirement 2020	170,358 shares	4,618,394
¹	Vanguard Target Retirement 2025	189,740 shares	2,988,407
¹	Vanguard Target Retirement 2030	145,174 shares	4,012,614
¹	Vanguard Target Retirement 2035	94,949 shares	1,612,229
¹	Vanguard Target Retirement 2040	33,558 shares	950,369
¹	Vanguard Target Retirement 2045	27,567 shares	489,581
¹	Vanguard Target Retirement 2050	7,967 shares	224,602
¹	Vanguard Target Retirement 2055	240 shares	7,288
¹	Vanguard Target Retirement 2060	10 shares	269
¹	Vanguard Target Retirement Income	18,664 shares	233,299
¹	Vanguard Total Bond Market Index	493,152 shares	5,207,690
¹	Vanguard Total International Stock Index	143,044 shares	2,395,990
¹	Vanguard Total Stock Market Index	30,690 shares	1,432,280
¹	Vanguard Wellington	505,025 shares	19,160,632
¹	Vanguard Windsor	465,812 shares	9,474,620
COMMON COLLECTIVE TRUST:			
¹	Vanguard Retirement Savings Master Trust	Common Collective Trust	42,300,181
	Notes receivable from participants	4.25% - 9.25% per annum	5,831,166
Total investments and notes receivable from participants ²			<u>\$ 150,101,664</u>

¹ Party in Interest and the information has been certified by Vanguard Fiduciary Trust Company, trustee of the Plan, as complete and accurate.

² Total investments per the Statement of Net Assets Available for Benefits excludes notes receivables from participants in accordance with ASU No. 2010-25.

Affinia Group Partners in Wealth Savings Plan
SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013

EIN: 20-1483322
Plan Number: 001

(a) Identity of Party Involved	(b) Description of Transaction (Include Interest Rate and Maturity in the Case of a Loan)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Reporting Criterion I	Any transaction within the plan year, with respect to any plan asset, involving an amount in excess of 5% of the current value of plan assets.					
	None					
Reporting Criterion II	Any series of transactions (other than transactions with respect to securities) within the plan year, with or in conjunction with the same person which, when aggregated, regardless of the category of asset and gain or loss on any transaction involves an amount in excess of 5% of the current value of plan assets.					
	None					
Reporting Criterion III	Any transactions within the plan year involving securities of the same issue if within the plan year any series of transactions with respect to such securities, when aggregated, involves an amount in excess of 5% of the current value of plan assets.					
Vanguard	Vanguard Retirement Savings Master Trust	\$6,270,673		\$	\$ 6,270,673	\$ -
Vanguard	Vanguard Retirement Savings Master Trust		\$7,716,113	\$7,716,113	\$ 7,716,113	\$ -
Reporting Criterion IV	Any transaction within the plan year with respect to securities with or in conjunction with a person if any prior or subsequent single transaction within the plan year with such person with respect to securities exceeds 5% of the current value of plan assets.					
	None					



AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN

FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and
For the Year Ended December 31, 2013,
Supplemental Schedules as of and for the Year Ended
December 31, 2013, and Independent Auditors' Report

AFFINIA GROUP PARTNERS IN WEALTH SAVINGS PLAN

Table of Contents

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
NOTES TO FINANCIAL STATEMENTS	5-17
SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2013:	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	18
Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions	19

NOTE: All other schedules required by Section 2520.103-10 of 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 they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 8, 2014

Affinia Group Benefits Plan Committee
Affinia Group Partners in Wealth Savings Plan
1 Wix Way
Gastonia, NC 28053

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ***Affinia Group Partners in Wealth Savings Plan*** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Independent Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information referred to in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related

information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter — Supplemental Schedule

The supplemental schedules of assets (held at end of year) and reportable transactions as of and for the year ended December 31, 2013 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

Lehmann Lohman LLC

Affinia Group Partners in Wealth Savings Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS:		
Investments, at fair value (Notes 3 and 4)		
Participant directed investments	\$ 144,270,498	\$ 125,730,721
Receivables:		
Notes receivable from participants	5,831,166	5,622,803
Participant contributions	272,195	273,152
Employer contributions	163,045	144,429
Total receivables	<u>6,266,406</u>	<u>6,040,384</u>
Total assets	150,536,904	131,771,105
LIABILITIES:		
Excess contributions payable	<u>(95,838)</u>	<u>(24,954)</u>
Net assets reflecting investments at fair value	150,441,066	131,746,151
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts (Note 2)	<u>(1,147,449)</u>	<u>(2,258,179)</u>
Net assets available for benefits	<u><u>\$ 149,293,617</u></u>	<u><u>\$ 129,487,972</u></u>

The accompanying notes are an integral part of these financial statements.

Affinia Group Partners in Wealth Savings Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2013

ADDITIONS:

Investment income:

Interest and dividend income, investments	\$ 4,369,666
Net appreciation in fair value of investments (Note 2)	<u>16,464,056</u>
Net investment income	<u>20,833,722</u>

Contributions:

Employer contributions	3,154,887
Participant contributions	5,161,915
Other	<u>266,962</u>
Total contributions	<u>8,583,764</u>

Interest income from participant notes receivable	<u>234,635</u>
---	----------------

Total additions	<u>29,652,121</u>
-----------------	-------------------

DEDUCTIONS:

Benefits paid to participants	9,638,864
Assets transferred out	159,848
Administrative expenses	46,834
Other deductions	<u>930</u>

Total deductions	<u>9,846,476</u>
------------------	------------------

Increase in net assets	19,805,645
------------------------	------------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>129,487,972</u>
End of year	<u><u>\$ 149,293,617</u></u>

The accompanying notes are an integral part of these financial statements.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

1. Plan Description

On November 30, 2004, Affinia Group Inc. (the “Company”), a newly-formed company controlled by affiliates of The Cypress Group L.L.C., completed the acquisition of all of the outstanding shares of capital stock of certain subsidiaries and certain assets consisting primarily of Dana Corporation’s automotive aftermarket business operations pursuant to a stock and asset purchase agreement, as amended. The newly-formed company created the Affinia Group Partners in Wealth Savings Plan (the “Plan”) for its employees effective January 1, 2005.

Under the Plan, only those Dana Corporation employees who transferred employment to the Company between November 30, 2004 and November 30, 2005, received credit for the years of service at Dana Corporation.

The following description of 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 contribution plan covering substantially all eligible hourly and salaried employees of the Company, enabling such employees to accumulate funds on a pre-tax and after-tax basis for long-term retirement savings. A full-time employee of the Company (or any of its subsidiaries) who transferred employment from Dana Corporation in November, 2004 or was hired by the Company as a full-time employee before January 1, 2005, was eligible to participate in the Plan on January 1, 2005. Employees hired subsequent to January 1, 2005 are eligible to participate in the Plan on the first day of the month following the month hired. Part-time employees who have completed 1,000 hours of service during a 12-month period from the date of hire or during any calendar year are also eligible to participate in the Plan. Certain employees who are part of a collective bargaining unit and certain other employees as defined in the Plan Document are not eligible to participate in the Plan. The Plan is a defined contribution plan with cash or deferred arrangement and is intended to satisfy the qualification requirements under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended. Additionally, the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Company maintains sponsorship of the Plan. Overall responsibility for administering the Plan rests with the Affinia Group Benefits Plans Committee (the “Committee”). The Committee has appointed the Vanguard Fiduciary Trust Company (“Vanguard”) as the trustee and recordkeeper for the Plan. The trustee is responsible for the management and control of the Plan’s assets.

Contributions

Each year, participants may contribute up to 50% of their combined pre-tax earnings and also 50% of their after-tax earnings, in whole percentage increments subject to certain limitations as

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

defined in the Plan. Under the Internal Revenue Code, the maximum allowable pre-tax contribution for participants during 2013 was \$17,500. Participants may contribute to the Plan any portion of lump-sum distributions received from other qualified plans when the contributions qualify as a tax-free rollover. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their pre-tax deferral rate set at 3% and increasing 1% in each of the successive years to 6% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

Participants who are expected to reach or are over the age of 50 during the Plan year and are making the maximum contribution are eligible to make additional catch-up contributions. Under the Internal Revenue Code, the maximum allowable catch-up contribution was \$5,500 for 2013.

Participants may elect to have their contributions invested in one or more investment options offered by the Plan. The Plan currently offers funds from registered investment companies and a common collective trust as investment options for participants. Participants may change their investment elections and transfer their investment amounts between funds once each month. Contributions must be allocated in at least 1% increments.

The Company basic and matching contributions are subject to the approval of the Board of Directors. The Company basic contribution is generally 3% of the participants' compensation for the Plan year. The Company matching contribution is generally 50% of the employees' contribution, up to a maximum of 5% of the participants' eligible wages. Due to the unprecedented disruption in the credit markets and the recessionary pressures, the Company made the operational decision to postpone the 2009 401(k) basic and matching contributions effective January 1, 2009. The basic contribution was reinstated effective October 1, 2009 and remained in effect for 2012 and 2013 but it is still undetermined when or if the matching contribution will be reinstated.

Participant Accounts

Each participant account is credited with the participant's contributions, as well as allocations of the Company's basic and matching contributions (when made), fund earnings or losses, and expenses. Earnings or losses and expenses are allocated based on average daily balances. Participant accounts with balances in certain investment accounts are also charged with short-term trading and/or monthly investment service fees as determined by the participant's fund elections and are not separately reflected. Consequently, service fees are reflected as a reduction of net appreciation in the aggregate fair value of such investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Vesting and Forfeited Accounts

Participants are immediately vested in their 401(k) voluntary contributions and fund earnings or losses. Participants are fully vested in the Company matching contributions after three years of service and in the Company basic contributions after two years of service. Forfeited non-vested accounts totaled \$26,340 in addition to income earned of \$3,700 as of December 31, 2013. These amounts are used to reduce future employer contributions or pay Plan administrative expenses in such Plan year. However, the forfeited amount will be restored if a terminated employee is reemployed within five years and repays the previously distributed amount in one lump sum. In 2013, employer contributions were reduced \$52,200 from forfeited non-vested accounts and plan administrative expenses were not reduced from forfeited non-vested accounts. At December 31, 2013 and 2012, the balance of the forfeited non-vested accounts totaled \$88,924 and \$111,083 respectively.

Notes Receivable from Participants

Notes receivable from participants represent loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the Plan agreement. Participants may borrow a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 (subject to certain offsets for prior loans) or 50% of their vested balance from the total of their pre-tax fund accounts and any earnings on those accounts. Participants are allowed to have only one loan outstanding at a time. Personal loans must be repaid within five years of the date they are made and within ten years for loans related to the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear a fixed rate of interest at the prime lending rate at the date of the loan plus one percent. Loan repayments are made directly through payroll deductions and are applied to interest and then to principal according to a payment schedule. There is a loan application fee that is paid from the loan proceeds. In addition, a separate service fee is charged annually after the first year. There were 837 and 874 loans outstanding at December 31, 2013 and 2012, respectively, with interest rates ranging from 4.25-9.25% and with maturities through 2023.

Payment of Benefits

Participants may elect to receive a distribution upon hardship, termination, disability, or retirement after the age of 59^{1/2}. Hardship distributions are allowed for purchasing a primary residence, financing the higher education of the participant or the participant's family member, paying unreimbursed medical bills or alleviating other financial hardships such as eviction. Upon termination, retirement or disability participants may elect to start receiving benefits or rollover their account balances into other qualified plans. If a participant dies, the total account balance will be paid to the designated beneficiary or to his or her estate.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

If only a portion of the account is distributed, the remaining balance will continue to be adjusted for any contributions, fund earnings and losses as of each valuation date. Participants can elect to receive distributions in a lump sum or annual installments (protected benefit) for a period no longer than the participant's life expectancy.

Termination

Although it has not expressed any intent to do so, the Company may terminate the Plan in accordance with ERISA and the Internal Revenue Code. In the event that the Plan is terminated, each participant will become fully vested in their accounts, and the distribution of the Plan assets will occur as soon as practicable in accordance with uniform, nondiscriminatory rules established by the Plan Administrator.

Excess Contributions Payable

The Plan failed to pass the Actual Contribution Percentage ("ACP") Test during the 2013 Plan year. The Plan is required to return the contributions received during the Plan year in excess of the IRC limits back to the contributor. A liability of \$95,838 and \$24,954 is recognized in the Plan's statements of net assets available for benefits as "excess contributions payable" at December 31, 2013 and 2012, respectively, and participant contributions in the 2013 statement of changes in net assets available for benefits were decreased by \$70,884.

2. Summary of Significant Accounting Policies

The following significant accounting policies have been used consistently in the preparation of the Plan's financial statements:

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

In accordance with standards promulgated by the Financial Accounting Standards Board ("FASB"), the Vanguard Retirement Savings Master Trust (the "Trust") is required to be reported at fair value. However, for certain investment assets held by the Trust, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Trust is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment of net assets related to the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan. The Plan's interest in the common collective trust (the Retirement Savings Master Trust) is based on the fair value of the common collective trust's underlying investments which are based on information reported in the audited financial statements of the common collective trust. The fair value is adjusted to contract value for fully benefit-responsive investment contracts as described above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Participant and employer contributions receivable are stated at cost which approximates fair value. Also refer to Note 3 for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Net Appreciation and Depreciation of Investments

Realized gains and losses are calculated by subtracting the proceeds from the sale of investments during the year from the fair value of the investments at the beginning of the year, or at the time of purchase if acquired during the year. Unrealized appreciation and depreciation of investments is calculated by taking the fair value of the investments at the end of the year less the fair value of the investments at the beginning of the year, or at the time of purchase if acquired during the year. Management fees and operating expenses charged to the Plan for investments in registered investment companies and the Trust are deducted from income earned and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation in the aggregate fair value of such investments.

Payment of Benefits

Benefits are recorded upon distribution.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

3. Investments at Fair Value

The FASB defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The FASB also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1:* Unadjusted quoted prices in active markets that the Plan has the ability to access for identical assets and liabilities.
- *Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets or inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

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.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies

The shares of registered investment companies are valued at quoted market prices in an exchange and active market, which represent the net asset values of shares held by the Plan at year end, and are classified as Level 1 investments. The net asset value is based on the fair value of the underlying assets owned by the fund net of investment management fees.

Retirement Savings Master Trust ("Trust")

Fully benefit-responsive investment contracts included within the Trust are issued by fifteen investment grade financial institutions and serve to preserve the value of the Fund's investments by emphasizing high credit quality, diversification and by seeking a predictable return with no change to the principal. The Trust provides for the collective investment of assets of tax-exempt

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

pension and profit-sharing plans, primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts, and bond mutual funds. These investment contracts are fully benefit-responsive in that they provide that the trust participants may make withdrawals or transfers at contract value for benefit-responsive requirements. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. The Plan's contract value of these contracts was \$42 million and \$45 million as of December 31, 2013 and 2012, respectively. The Plan's interest in the Trust was less than one percent at December 31, 2013 and 2012. The amount of investments and investment income in the Plan are determined by using the annual percentage in the Trust.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The average yield earned by the Trust was 2.0% for 2013. The average crediting yield to participants was 1.6% for 2013. The crediting yield is calculated by dividing the annualized earnings credited to participants on the last day of the fiscal year by the fair value of all investments in the Trust.

Certain conditions can limit the Trust's ability to transact at contract value with issuers of its investment contracts. Specifically, any event outside the normal operation of the Trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal.

Examples of such events include, but are not limited to, partial or complete legal termination of the Trust or a unit holder, tax disqualification of the Trust or unit holder, and certain Trust amendments if the issuer's consent is not obtained. As of December 31, 2013, the likelihood of such events limiting the ability of the Plan to transact at contract value is not probable.

The contracts do not permit the insurance companies and commercial banks to terminate the agreements prior to the scheduled maturity date.

The Trust fair value is comprised of the aggregate market values of the underlying investments, classified as Level 2 and Level 3 investments. The Trust also has assets in the Vanguard Prime Money Market Fund which is classified as a Level 1 investment.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

As of December 31, 2013 and 2012, the Plan's investments were measured by level within the fair value hierarchy on a recurring basis as follows:

Fair Value Measurements at December 31, 2013				
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies				
Short term reserve funds ⁽¹⁾	\$ 88,924	\$ —	\$ —	\$ 88,924
Bond funds ⁽²⁾	7,701,122	—	—	7,701,122
Balanced funds ⁽³⁾	40,259,867	—	—	40,259,867
Stock funds ⁽⁴⁾	53,920,403	—	—	53,920,403
Retirement Savings Master Trust				
Traditional investment contracts	—	1,019,729	—	1,019,729
Synthetic investment contracts	—	39,328,995	—	39,328,995
Wrap contracts	—	1,308	—	1,308
Money market fund	<u>1,950,150</u>	<u>—</u>	<u>—</u>	<u>1,950,150</u>
Total investments at fair value	<u>\$ 103,920,466</u>	<u>\$ 40,350,032</u>	<u>\$ —</u>	<u>\$ 144,270,498</u>

Fair Value Measurements at December 31, 2012				
	(Level 1)	(Level 2)	(Level 3)	Total
Registered investment companies				
Short term reserve funds ⁽¹⁾	\$ 111,083	\$ —	\$ —	\$ 111,083
Bond funds ⁽²⁾	8,473,957	—	—	8,473,957
Balanced funds ⁽³⁾	31,939,936	—	—	31,939,936
Stock funds ⁽⁴⁾	40,349,395	—	—	40,349,395
Retirement Savings Master Trust				
Traditional investment contracts	—	1,290,925	—	1,290,925
Synthetic investment contracts	—	40,869,212	—	40,869,212
Wrap contracts	—	10,287	442	10,729
Money market fund	<u>2,685,484</u>	<u>—</u>	<u>—</u>	<u>2,685,484</u>
Total investments at fair value	<u>\$ 83,559,855</u>	<u>\$ 42,170,424</u>	<u>\$ 442</u>	<u>\$ 125,730,721</u>

- (1) This class is made up of the Vanguard Prime Money Market fund, which invests in high-quality short-term securities.
- (2) This class invests in corporate, municipal, or U.S. government debt and for the most part focuses on income, rather than investment growth.
- (3) This class invests in stocks, bonds and in some cases money market instruments. They can provide a combination of income, growth and stability.
- (4) This class focuses on investments that seek to provide long-term capital growth, current income, or capital appreciation by investing primarily in the equity securities of companies.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2013 was as follows:

	Common Collective Trusts
Balance at January 1, 2013	442
Sales	(442)
Change in unrealized depreciation	—
Balance at December 31, 2013	<u>\$ —</u>

4. Summary of Information Certified by the Trustee (Unaudited)

The information below and in Note 3 is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Vanguard, the trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate except for an adjustment from fair value to contract value. Accordingly, the Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The adjustment from fair value to contract value for the interest in the Trust relating to fully benefit-responsive investment contracts decreased by approximately \$1.1 million in 2013.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Investments at Fair Value

	<u>2013</u>	<u>2012</u>
Vanguard 500 Index	\$ 5,581,343	\$ 4,006,383
Vanguard Capital Opportunity	2,628,975	1,684,536
Vanguard Explorer	1,917,707	1,213,145
Vanguard Extended Market Index	700,568	432,683
Vanguard Inflation-Protected Securities	1,633,407	2,177,651
Vanguard Intermediate-Term Treasury	860,026	978,426
Vanguard International Growth	3,453,193	2,875,212
Vanguard PRIMECAP	* 24,259,536	* 18,366,237
Vanguard Prime Money Market	88,924	111,083
Vanguard Selected Value	2,076,191	1,405,298
Vanguard Target Retirement 2010	771,501	661,461
Vanguard Target Retirement 2015	5,190,682	4,097,819
Vanguard Target Retirement 2020	4,618,394	3,701,317
Vanguard Target Retirement 2025	2,988,407	2,039,259
Vanguard Target Retirement 2030	4,012,614	3,068,048
Vanguard Target Retirement 2035	1,612,229	1,177,434
Vanguard Target Retirement 2040	950,369	653,752
Vanguard Target Retirement 2045	489,581	366,394
Vanguard Target Retirement 2050	224,602	156,266
Vanguard Target Retirement 2055	7,288	2,920
Vanguard Target Retirement 2060	269	2,950
Vanguard Target Retirement Income	233,299	194,680
Vanguard Total Bond Market Index	5,207,690	5,317,880
Vanguard Total International Stock Index	2,395,990	1,821,313
Vanguard Total Stock Market Index	1,432,280	985,442
Vanguard Wellington	* 19,160,632	* 15,817,636
Vanguard Windsor	* 9,474,620	* 7,559,146
Vanguard Retirement Savings Master Trust	* <u>42,300,181</u>	* <u>44,856,350</u>
Total assets held for investment purposes at fair value	144,270,498	125,730,721
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,147,449)</u>	<u>(2,258,179)</u>
Total assets held for investment purposes at contract value	<u>\$143,123,049</u>	<u>\$123,472,542</u>

*Investments that represent five percent or more of the Plan's net assets available for benefits at December 31, 2013 and 2012.

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

Statement of Changes in Net Assets Available for Benefits

Investment income:

	<u>2013</u>
Interest income, Retirement Savings Master Trust	\$ 715,280
Interest and dividend income, other investments	3,654,386
Net appreciation in fair value of investments	<u>16,464,056</u>
Net investment income	<u>\$ 20,833,722</u>
 Interest income from notes receivable from participants	 <u>\$ 234,635</u>

5. Exempt Party-In-Interest Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard which acts as Trustee, as defined by the Plan for only those investments. Certain Plan investments represent shares of mutual funds managed by Vanguard, whose affiliates serve as both trustee and recordkeeper of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Administrative fees incurred by the Plan to Vanguard amounted to \$46,834 for the year ended December 31, 2013 and qualify as party-in-interest transactions which are exempt from prohibited transaction rules.

6. Plan Expenses

All reasonable expenses associated with the administration of the Plan may be paid with assets of the Plan, to the extent not paid by the Company and qualify as party-in-interest transactions which are exempt from prohibited transaction rules (see Note 5).

7. Federal Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 5, 2013 that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code. The Company and Plan management believe the Plan is designed and is currently being operated in compliance with the applicable regulations of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that to their knowledge, as of December 31, 2013,

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan may be subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Risks and Uncertainties

The Plan's invested assets consist of registered investment companies and other securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the fair value of investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$149,293,617	\$129,487,972
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>1,147,449</u>	<u>2,258,179</u>
Net assets available for benefits per the Form 5500	<u>\$ 150,441,066</u>	<u>\$ 131,746,151</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Net increase per the financial statements	\$ 19,805,645
Adjustment for assets transferred out	159,848
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,110,730)</u>
Net increase per the Form 5500	<u>\$ 18,854,763</u>

Affinia Group Partners in Wealth Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012 and for the Year Ended December 31, 2013

The following is a reconciliation of investments at fair value reported in these financial statements to the amounts reported on Schedule H to the Form 5500 at December 31:

	<u>2013</u>	<u>2012</u>
Investments at fair value reported in these financial statements	\$ 144,270,498	\$ 125,730,721
Common collective trust reported on Schedule H to Form 5500	<u>(42,300,181)</u>	<u>(44,856,350)</u>
Mutual fund investments reported on Schedule H to Form 5500	<u>\$ 101,970,317</u>	<u>\$ 80,874,371</u>

The following is a reconciliation of investment income reported in these financial statements to the amounts reported on Schedule H to the Form 5500 at December 31, 2013:

Interest and dividend income, investments	\$ 4,369,666
Interest and dividend income for registered investments reported on Schedule H to Form 5500	<u>(3,654,386)</u>
Interest income from common collective trusts	715,280
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(1,110,730)</u>
Net investment loss on common collective trust on Schedule H to Form 5500	<u>\$ (395,450)</u>

Participant loans are recorded on the Schedule H to the Form 5500 as an investment, while participant loans are reported as “notes receivable from participants” in the caption receivables in the accompanying financial statements.

10. Subsequent Events

In preparing these financial statements, the Plan has evaluated for potential recognition or disclosure significant subsequent events or transactions that occurred during the period subsequent to December 31, 2013 the most recent statement of net assets available for benefits presented herein, through October 8, 2014, the date these financial statements were available to be issued. On May 1, 2014 the Chassis group was sold to an affiliate of Federal-Mogul Corporation for an agreed upon selling price of \$150 million. Approximately 300 participants who are employees of the Chassis group will be transferred out of the plan during the course of 2014. Chassis participants who have less than two years of service will have their Affinia Group company basic contribution vested at the time of transfer per an amendment to the Plan. Transferring participants may voluntarily elect to have their Affinia Group plan balance rolled over into the Federal-Mogul Corporation plan.

SUPPLEMENTAL SCHEDULES

Affinia Group Partners in Wealth Savings Plan
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 20-1483322

Plan Number: 001

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value	
MUTUAL FUNDS:			
¹ Vanguard 500 Index	32,792 shares	\$	5,581,343
¹ Vanguard Capital Opportunity	56,929 shares		2,628,975
¹ Vanguard Explorer	18,546 shares		1,917,707
¹ Vanguard Extended Market Index	11,163 shares		700,568
¹ Vanguard Inflation-Protected Securities	125,840 shares		1,633,407
¹ Vanguard Intermediate-Term Treasury	77,340 shares		860,026
¹ Vanguard International Growth	147,952 shares		3,453,193
¹ Vanguard PRIMECAP	262,748 shares		24,259,536
¹ Vanguard Prime Money Market	88,924 shares		88,924
¹ Vanguard Selected Value	73,624 shares		2,076,191
¹ Vanguard Target Retirement 2010	30,137 shares		771,501
¹ Vanguard Target Retirement 2015	351,434 shares		5,190,682
¹ Vanguard Target Retirement 2020	170,358 shares		4,618,394
¹ Vanguard Target Retirement 2025	189,740 shares		2,988,407
¹ Vanguard Target Retirement 2030	145,174 shares		4,012,614
¹ Vanguard Target Retirement 2035	94,949 shares		1,612,229
¹ Vanguard Target Retirement 2040	33,558 shares		950,369
¹ Vanguard Target Retirement 2045	27,567 shares		489,581
¹ Vanguard Target Retirement 2050	7,967 shares		224,602
¹ Vanguard Target Retirement 2055	240 shares		7,288
¹ Vanguard Target Retirement 2060	10 shares		269
¹ Vanguard Target Retirement Income	18,664 shares		233,299
¹ Vanguard Total Bond Market Index	493,152 shares		5,207,690
¹ Vanguard Total International Stock Index	143,044 shares		2,395,990
¹ Vanguard Total Stock Market Index	30,690 shares		1,432,280
¹ Vanguard Wellington	505,025 shares		19,160,632
¹ Vanguard Windsor	465,812 shares		9,474,620
COMMON COLLECTIVE TRUST:			
¹ Vanguard Retirement Savings Master Trust	Common Collective Trust		42,300,181
Notes receivable from participants	4.25% - 9.25% per annum		5,831,166
Total investments and notes receivable from participants ²		\$	150,101,664

¹ Party in Interest and the information has been certified by Vanguard Fiduciary Trust Company, trustee of the Plan, as complete and accurate.

² Total investments per the Statement of Net Assets Available for Benefits excludes notes receivables from participants in accordance with ASU No. 2010-25.

Affinia Group Partners in Wealth Savings Plan
SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013

EIN: 20-1483322
Plan Number: 001

(a) Identity of Party Involved	(b) Description of Transaction (Include Interest Rate and Maturity in the Case of a Loan)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Reporting Criterion I	Any transaction within the plan year, with respect to any plan asset, involving an amount in excess of 5% of the current value of plan assets.					
	None					
Reporting Criterion II	Any series of transactions (other than transactions with respect to securities) within the plan year, with or in conjunction with the same person which, when aggregated, regardless of the category of asset and gain or loss on any transaction involves an amount in excess of 5% of the current value of plan assets.					
	None					
Reporting Criterion III	Any transactions within the plan year involving securities of the same issue if within the plan year any series of transactions with respect to such securities, when aggregated, involves an amount in excess of 5% of the current value of plan assets.					
Vanguard	Vanguard Retirement Savings Master Trust	\$6,270,673		\$	\$ 6,270,673	\$ -
Vanguard	Vanguard Retirement Savings Master Trust		\$7,716,113	\$7,716,113	\$ 7,716,113	\$ -
Reporting Criterion IV	Any transaction within the plan year with respect to securities with or in conjunction with a person if any prior or subsequent single transaction within the plan year with such person with respect to securities exceeds 5% of the current value of plan assets.					
	None					