

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| 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:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input checked="" type="checkbox"/>                                                                                                                                                                                                       |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------|-------------------------------------------------------------|--|-------------------------------------------------------------|--|--|--|
| <b>Part II</b>                                                                                                                                                                                                                                     | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                                                                                     |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>1a</b> Name of plan<br><u>MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN</u>                                                                                                                                                                    | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1981</u></td> </tr> </table>                                                                                                                   | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u> | <b>1c</b> Effective date of plan<br><u>01/01/1981</u>       |  |                                                             |  |  |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                           | <u>001</u>                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1981</u>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>MAHLE INDUSTRIES, INCORPORATED</u><br><br><u>FRANK KOHLER</u><br><u>ONE MAHLE DRIVE</u><br><u>MORRISTOWN, TN 37814</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>58-2431334</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>423-317-3038</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>336300</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>58-2431334</u> |            | <b>2c</b> Sponsor's telephone number<br><u>423-317-3038</u> |  | <b>2d</b> Business code (see instructions)<br><u>336300</u> |  |  |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>58-2431334</u>                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>2c</b> Sponsor's telephone number<br><u>423-317-3038</u>                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>2d</b> Business code (see instructions)<br><u>336300</u>                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
|                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/13/2014 | FRANK KOHLER                                                 |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/13/2014 | FRANK KOHLER                                                 |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | 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)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                                   |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |      |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                     |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                  |      |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                               |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 3133 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |      |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 727  |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                                   |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 1192 |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                                    |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 352  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                              |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 2271 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                            |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 93   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                               |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 2364 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                           |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 0    |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                                  |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |      |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 3H                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |      |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |      |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                         |      |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |      |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input checked="" type="checkbox"/> <u>1</u> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |      |

|                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                  |                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| <div><div><b>SCHEDULE A</b></div><div><b>(Form 5500)</b></div><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div> | <div><b>Insurance Information</b></div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ <b>File as an attachment to Form 5500.</b></div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div> | <div>OMB No. 1210-0110</div> <div><b>2013</b></div> <div><b>This Form is Open to Public Inspection</b></div> |
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|                                                                                                 |                                                             |     |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013      |                                                             |     |
| <b>A</b> Name of plan<br>MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN                         | <b>B</b> Three-digit plan number (PN) ▶                     | 001 |
|                                                                                                 |                                                             |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>MAHLE INDUSTRIES, INCORPORATED | <b>D</b> Employer Identification Number (EIN)<br>58-2431334 |     |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                |
|--------------------------------|
| <b>1</b> Coverage Information: |
|--------------------------------|

|                                                                                     |
|-------------------------------------------------------------------------------------|
| <b>(a)</b> Name of insurance carrier<br>MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY |
|-------------------------------------------------------------------------------------|

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 04-1590850 | 65935         | SA12775                               | 2364                                                                        | 01/01/2013              | 12/31/2013 |

|                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>2</b> Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid. |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                             |                                      |
|---------------------------------------------|--------------------------------------|
| <b>(a)</b> Total amount of commissions paid | <b>(b)</b> Total amount of fees paid |
| 0                                           | 0                                    |

|                                                                                                              |
|--------------------------------------------------------------------------------------------------------------|
| <b>3</b> Persons receiving commissions and fees. (Complete as many entries as needed to report all persons). |
|--------------------------------------------------------------------------------------------------------------|

|                                                                                                         |
|---------------------------------------------------------------------------------------------------------|
| <b>(a)</b> Name and address of the agent, broker, or other person to whom commissions or fees were paid |
|---------------------------------------------------------------------------------------------------------|

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

|                                                                                                         |
|---------------------------------------------------------------------------------------------------------|
| <b>(a)</b> Name and address of the agent, broker, or other person to whom commissions or fees were paid |
|---------------------------------------------------------------------------------------------------------|

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

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| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |         |
|--------------------------------------------------------------------------------------------------------|----------|---------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |         |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 1189836 |

**6 Contracts With Allocated Funds:****a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier.....                                                                                                                                                                         | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year.....                                                                                                                                                   | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☐ other ▶

|                                                                                                         |              |  |
|---------------------------------------------------------------------------------------------------------|--------------|--|
| <b>b</b> Balance at the end of the previous year.....                                                   | <b>7b</b>    |  |
| <b>c</b> Additions: (1) Contributions deposited during the year.....                                    | <b>7c(1)</b> |  |
| (2) Dividends and credits .....                                                                         | <b>7c(2)</b> |  |
| (3) Interest credited during the year .....                                                             | <b>7c(3)</b> |  |
| (4) Transferred from separate account.....                                                              | <b>7c(4)</b> |  |
| (5) Other (specify below) .....                                                                         | <b>7c(5)</b> |  |
| ▶                                                                                                       |              |  |
| (6) Total additions.....                                                                                | <b>7c(6)</b> |  |
| <b>d</b> Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) .....                   | <b>7d</b>    |  |
| <b>e</b> Deductions:                                                                                    |              |  |
| (1) Disbursed from fund to pay benefits or purchase annuities during year.....                          | <b>7e(1)</b> |  |
| (2) Administration charge made by carrier .....                                                         | <b>7e(2)</b> |  |
| (3) Transferred to separate account.....                                                                | <b>7e(3)</b> |  |
| (4) Other (specify below) .....                                                                         | <b>7e(4)</b> |  |
| ▶                                                                                                       |              |  |
| (5) Total deductions.....                                                                               | <b>7e(5)</b> |  |
| <b>f</b> Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ) ..... | <b>7f</b>    |  |

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
**b** ☐ Dental     
**c** ☐ Vision     
**d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
**f** ☐ Long-term disability     
**g** ☐ Supplemental unemployment     
**h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
**j** ☐ HMO contract     
**k** ☐ PPO contract     
**l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve .....                                                                                         | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions .....                                                                                                                             | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs .....                                                                                                        | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes .....                                                                                                                                   | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges .....                                                                                                                 | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement .....                               |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves .....                                                                                                                          |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....                                           |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                |            |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier .....                                                                                                                                                          | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount..... | <b>10b</b> |  |
| Specify nature of costs ▶                                                                                                                                                                                                      |            |  |

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

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

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

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN</u>                                                            | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>MAHLE INDUSTRIES, INCORPORATED</u>                         | <b>D</b> Employer Identification Number (EIN)<br><u>58-2431334</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|                                                                                                                                                                                                                |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <b>Part I</b>                                                                                                                                                                                                  | <b>Basic Information</b>                |
| <b>1</b> Enter the valuation date: Month _____ Day _____ Year _____                                                                                                                                            |                                         |
| <b>2</b> Assets:                                                                                                                                                                                               |                                         |
| <b>a</b> Market value .....                                                                                                                                                                                    | <b>2a</b> <u>116139121</u>              |
| <b>b</b> Actuarial value .....                                                                                                                                                                                 | <b>2b</b> <u>113346824</u>              |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                           |                                         |
| <b>a</b> For retired participants and beneficiaries receiving payment.....                                                                                                                                     | <b>3a</b> <u>1237</u> <u>59925796</u>   |
| <b>b</b> For terminated vested participants.....                                                                                                                                                               | <b>3b</b> <u>1069</u> <u>19798339</u>   |
| <b>c</b> For active participants:                                                                                                                                                                              |                                         |
| <b>(1)</b> Non-vested benefits .....                                                                                                                                                                           | <b>3c(1)</b> <u>1337409</u>             |
| <b>(2)</b> Vested benefits .....                                                                                                                                                                               | <b>3c(2)</b> <u>29576131</u>            |
| <b>(3)</b> Total active.....                                                                                                                                                                                   | <b>3c(3)</b> <u>750</u> <u>30913540</u> |
| <b>d</b> Total.....                                                                                                                                                                                            | <b>3d</b> <u>3056</u> <u>110637675</u>  |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>                                                                                          |                                         |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                      | <b>4a</b>                               |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... | <b>4b</b>                               |
| <b>5</b> Effective interest rate .....                                                                                                                                                                         | <b>5</b> <u>6.36 %</u>                  |
| <b>6</b> Target normal cost.....                                                                                                                                                                               | <b>6</b> <u>2416130</u>                 |

**Statement by Enrolled Actuary**

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

|                                                                  |                                        |
|------------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                 |                                        |
| Signature of actuary                                             | Date                                   |
| <u>THOMAS CHES</u>                                               | <u>14-03969</u>                        |
| Type or print name of actuary                                    | Most recent enrollment number          |
| <u>TOWERS WATSON DELAWARE INC.</u>                               | <u>248-936-7700</u>                    |
| Firm name                                                        | Telephone number (including area code) |
| <u>28411 NORTHWESTERN HIGHWAY</u><br><u>SOUTHFIELD, MI 48034</u> |                                        |
| Address of the firm                                              |                                        |

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

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

**Schedule SB (Form 5500) 2013**  
**v. 130118**

| Part II Beginning of Year Carryover and Prefunding Balances                                                                         |                       |                        |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                     | (a) Carryover balance | (b) Prefunding balance |
| 7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                   | 3147100               | 0                      |
| 8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                | 3147100               | 0                      |
| 9 Amount remaining (line 7 minus line 8) .....                                                                                      | 0                     | 0                      |
| 10 Interest on line 9 using prior year's actual return of <u>9.30</u> % .....                                                       | 0                     | 0                      |
| 11 Prior year's excess contributions to be added to prefunding balance:                                                             |                       |                        |
| a Present value of excess contributions (line 38a from prior year) .....                                                            |                       | 604689                 |
| b Interest on (a) using prior year's effective interest rate of <u>5.62</u> % except as otherwise provided (see instructions) ..... |                       | 56236                  |
| c Total available at beginning of current plan year to add to prefunding balance .....                                              |                       | 660925                 |
| d Portion of (c) to be added to prefunding balance .....                                                                            |                       | 293019                 |
| 12 Other reductions in balances due to elections or deemed elections .....                                                          | 0                     | 0                      |
| 13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                               | 0                     | 293019                 |

| Part III Funding Percentages                                                                                                                                        |    |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 14 Funding target attainment percentage .....                                                                                                                       | 14 | 102.18 % |
| 15 Adjusted funding target attainment percentage .....                                                                                                              | 15 | 102.44 % |
| 16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | 16 | 85.74 %  |
| 17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | 17 | %        |

| Part IV Contributions and Liquidity Shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 12/10/2013                                                                        | 5000000                           |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 5000000                         |
|                                                                                   |                                   |                                 |                          | 18(c)                             | 0                               |

|                                                                                                                               |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |
| a Contributions allocated toward unpaid minimum required contributions from prior years. ....                                 | 19a 0                                                               |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b 0                                                               |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | 19c 4717954                                                         |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....              | <input type="checkbox"/> Yes <input type="checkbox"/> No            |
| c If line 20a is "Yes," see instructions and complete the following table as applicable:                                      |                                                                     |

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

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

|                                                                                                                                                                                              |                       |                       |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.94% | 2nd segment:<br>6.15% | 3rd segment:<br>6.76%                               |
|                                                                                                                                                                                              |                       |                       | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                       |                       | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       | <b>22</b> 63                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                                                     |

**Part VI Miscellaneous Items**

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

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

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

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                            |                     | <b>31a</b>         | 2416130       |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           |                     | <b>31b</b>         | 2416130       |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance |                    | Installment   |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 | 0                   |                    | 0             |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   |                    | 0             |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... |                     | <b>33</b>          | 0             |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            |                     | <b>34</b>          | 0             |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 0                   | 0                  | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                   |                     | <b>36</b>          | 0             |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   |                     | <b>37</b>          | 4717954       |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       |                     | <b>38a</b>         | 4717954       |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                |                     | <b>38b</b>         | 0             |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      |                     | <b>39</b>          | 0             |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  |                     | <b>40</b>          | 0             |

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

|                                                                                                |  |                                                                                                                         |  |
|------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |  |                                                                                                                         |  |
| <b>a</b> Schedule elected .....                                                                |  | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               |  | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |
| <b>42</b> Amount of acceleration adjustment .....                                              |  | <b>42</b> 0                                                                                                             |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... |  | <b>43</b> 0                                                                                                             |  |

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

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

|                                                                                                        |                                                                    |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN</u>                         | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MAHLE INDUSTRIES, INCORPORATED</u> | <b>D</b> Employer Identification Number (EIN)<br><u>58-2431334</u> |

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

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

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

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

TOWERS WATSON DELAWARE INC.

53-0181291

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 11 50                  | NONE                                                                                              | 358484                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 13 52 60 63 72         | NONE                                                                                              | 281766                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

RYAN LABS INC.

13-3451974

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50                  | NONE                                                                                              | 150044                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

NFP SECURITIES

74-2794194

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 17 50                  | NONE                                                                                              | 42125                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

HELEN CLEVELAND PC

11-3672269

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE                                                                                              | 39866                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

STATE STREET BANK AND TRUST

04-1867445

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 21 50                  | NONE                                                                                              | 37174                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

ERNST AND YOUNG LLP

34-6565596

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 10 50                  | NONE                                                                                              | 30471                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

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

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

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS CO                                                                                                                                                                                                        | 60                                      | 0                                         |
| <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BOND INDEX II (NORTHERN)</p> <p>20-1524639</p>                                                                                |                                         |                                           |
| <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> |                                         |                                           |
| <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS CO</p>                                                                                                      |                                         |                                           |
| <p style="text-align: center;">(b) Service Codes<br/>(see instructions)</p> <p style="text-align: center;">60</p>                                                                                                                       |                                         |                                           |
| <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>                                                                                                                       |                                         |                                           |
| <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>EXTENDED DURATION BOND (DELAWARE)</p> <p>23-2973929</p>                                                                       |                                         |                                           |
| <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> |                                         |                                           |
| <p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p> <p>MASSACHUSETTS MUTUAL LIFE INS CO</p>                                                                                                      |                                         |                                           |
| <p style="text-align: center;">(b) Service Codes<br/>(see instructions)</p> <p style="text-align: center;">72</p>                                                                                                                       |                                         |                                           |
| <p style="text-align: center;">(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>                                                                                                                       |                                         |                                           |
| <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PREM SHORT-DURATION BD (BABSON)</p> <p>04-3212057</p>                                                                         |                                         |                                           |
| <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS * PLAN ASSETS</p> |                                         |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS CO                        | 72                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PREMIER MONEY MARKET (BABSON)<br><br>04-3212059                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS CO                        | 72                                      | 0                                         |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SELECT PIMCO TOTAL RETURN<br><br>27-2377446                         | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
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|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

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

|                                                                                                   |                                  |
|---------------------------------------------------------------------------------------------------|----------------------------------|
| <b>a</b> Name: ERNST & YOUNG LLP                                                                  | <b>b</b> EIN: 34-6565596         |
| <b>c</b> Position: ACCOUNTANT                                                                     |                                  |
| <b>d</b> Address: ONE KENNEDY SQUARE<br>777 WOODWARD AVENUE, SUITE 1000<br>DETROIT, MI 48226-5495 | <b>e</b> Telephone: 313-628-7100 |
|                                                                                                   |                                  |

Explanation: BUSINESS DECISION.

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                                                                                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                |                                                                                                   |                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------|
| For calendar plan year 2013 or fiscal plan year beginning <span style="color: blue;">01/01/2013</span> and ending <span style="color: blue;">12/31/2013</span> |                                                                                                   |                                       |
| <b>A</b> Name of plan<br><span style="color: blue;">MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN</span>                                                      | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                        | <span style="color: blue;">001</span> |
|                                                                                                                                                                |                                                                                                   |                                       |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">MAHLE INDUSTRIES, INCORPORATED</span>                       | <b>D</b> Employer Identification Number (EIN)<br><br><span style="color: blue;">58-2431334</span> |                                       |

|        |                                                                                                                                                                                  |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                       |  |
|-------------------------------------------------------------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">PREMIER MONEY MARKET</span> |  |
|-------------------------------------------------------------------------------------------------------|--|

|                                                                                                                         |  |
|-------------------------------------------------------------------------------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">MASSACHUSETTS MUTUAL LIFE INSURANCE</span> |  |
|-------------------------------------------------------------------------------------------------------------------------|--|

|                                                                  |                                                          |                                                                                                                                                             |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <span style="color: blue;">04-1590850-043</span> | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">1189836</span> |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                            |            |
|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                            |            |
| <b>A</b> Name of plan<br><u>MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN</u>                           | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>001</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MAHLE INDUSTRIES, INCORPORATED</u>   | <b>D</b> Employer Identification Number (EIN)<br><br><u>58-2431334</u>     |            |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                               |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                             |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                               |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                        | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                         |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                            | <b>1b(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                         | <b>1b(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other .....                                                                             | <b>1b(3)</b>    |                       | 720239          |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    | 165                   | 1047645         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       | 13952103        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other .....                                                                         | <b>1c(3)(B)</b> |                       | 46952767        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                      |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       | 10230202        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                 | <b>1c(8)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   | 5160839               | 1189836         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 110978117             | 18533091        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                            | <b>1c(15)</b>   |                       | 5940882         |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 116139121             | 98566765        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |          |
|-----------------------------------------------------------|-----------|-----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 116139121 | 98566765 |
|-----------------------------------------------------------|-----------|-----------|----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 5000000    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 5000000   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 0         |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 3651520    |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 3651520   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | -4268037   |           |
| (C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....                | <b>2b(5)(C)</b> |            | -4268037  |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            |           |
| (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) |            | 719262    |
| c Other income .....                                                                            | 2c     |            | 15945     |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 5118690   |

**Expenses**

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                  |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 21487300 |          |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) |          |          |
| (3) Other .....                                                                      | 2e(3) |          |          |
| (4) Total benefit payments. Add lines 2e(1) through (3) .....                        | 2e(4) |          | 21487300 |
| f Corrective distributions (see instructions) .....                                  | 2f    |          |          |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |          |          |
| h Interest expense .....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) | 465995   |          |
| (2) Contract administrator fees .....                                                | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                    | 2i(3) | 42125    |          |
| (4) Other .....                                                                      | 2i(4) | 695626   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |          | 1203746  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 22691046 |

**Net Income and Reconciliation**

|                                                          |       |  |           |
|----------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | -17572356 |
| l Transfers of assets:                                   |       |  |           |
| (1) To this plan .....                                   | 2l(1) |  |           |
| (2) From this plan .....                                 | 2l(2) |  |           |

**Part III Accountant's Opinion**

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

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

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

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

☒ Yes ☐ No

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

(1) Name: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

**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   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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  |          |
| <b>4c</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>d</b> 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  |          |
| <b>4d</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 15000000 |
| <b>4e</b>                                                                                                                                                                                                                     | X   |    | 15000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>4f</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>g</b> 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  |          |
| <b>4g</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>h</b> 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  |          |
| <b>4h</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>4i</b>                                                                                                                                                                                                                     | X   |    |          |
| <b>j</b> 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   |    |          |
| <b>4j</b>                                                                                                                                                                                                                     | X   |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>4k</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>4l</b>                                                                                                                                                                                                                     |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     |    |          |
| <b>4m</b>                                                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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. ....                                      |     |    |          |
| <b>4n</b>                                                                                                                                                                                                                     |     |    |          |

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

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

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

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

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------|-----|
| <div>SCHEDULE R<br/>(Form 5500)<br/><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>                                                                                                                              |  | <div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div> |     |
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| A Name of plan<br>MAHLE INDUSTRIES, INCORPORATED RETIREMENT PLAN                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                 |  | B Three-digit plan number (PN) ▶                                                                | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>MAHLE INDUSTRIES, INCORPORATED                                                                                                                                                                                                                                                                             |  |                                                                                                                                                                                                                                                                                                 |  | D Employer Identification Number (EIN)<br>58-2431334                                            |     |
| Part I Distributions                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| All references to distributions relate only to payments of benefits during the plan year.                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                 |  | 1                                                                                               | 0   |
| 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br>EIN(s): 04-1590850                                                                                                                     |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 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                                                                                               | 673 |
| 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)?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A<br>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 _____<br>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?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> 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..... <input checked="" type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> 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? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> 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.)..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                        |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| Schedule R (Form 5500) 2013 v. 130118                                                                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |

**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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 9% Investment-Grade Debt: 76% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: 15%

**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): \_\_\_\_\_

## Independent Auditor's Report

To the Plan Administrator  
MAHLE Industries, Inc. Retirement Plan

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of MAHLE Industries, Inc. Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013 and the related statement of changes in net assets available for benefits for the year then ended, 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.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2013 financial statements.

### ***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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by MassMutual Retirement Services, a division of Massachusetts Mutual Life Insurance Company (MassMutual) and State Street Bank and Trust Company (State Street) collectively, the "Custodians"), except for comparing such information with the related information included in the 2013 financial statements. We have been informed by the plan administrator that the Custodians hold the Plan's investment assets and execute related transactions. The plan administrator has obtained a certification from the Custodians as of and for the year ended December 31, 2013 that the information provided to the plan administrator by the Custodians is complete and accurate.

To the Plan Administrator  
MAHLE Industries, Inc. Retirement Plan

***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 on the 2013 financial statements. Accordingly, we do not express an opinion on the 2013 financial statements.

***Other Matter***

The supplemental schedules of assets held at end of year as of December 31, 2013 and reportable transactions for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA 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 as a whole.

***Report on Prior Year Financial Statements***

The financial statements of MAHLE Industries, Inc. Retirement Plan as of and for the year ended December 31, 2012 were audited by other auditors whose report dated October 14, 2013, disclaimed an opinion as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

***Report on Form and Content in Compliance with DOL Rules and Regulations for 2013 Financial Statements***

The form and content of the information included in the 2013 financial statements and supplemental schedules, other than that derived from the information certified by the Custodians, 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 ERISA.

*Plante & Moran, PLLC*

Southfield, Michigan  
September 26, 2014

# SCHEDULE SB ATTACHMENTS

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## Schedule SB – Statement by Enrolled Actuary

|                          |                                                |
|--------------------------|------------------------------------------------|
| <b>Plan Sponsor</b>      | MAHLE Industries, Incorporated                 |
| <b>EIN/PN</b>            | 58-2431334/001                                 |
| <b>Plan Name</b>         | MAHLE Industries, Incorporated Retirement Plan |
| <b>Valuation Date</b>    | January 1, 2013                                |
| <b>Enrolled Actuary</b>  | Thomas Ches                                    |
| <b>Enrollment Number</b> | 14-03969                                       |

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

|                 |                                                |
|-----------------|------------------------------------------------|
| Plan Name:      | MAHLE Industries, Incorporated Retirement Plan |
| EIN / PN:       | 58-2431334 / 001                               |
| Plan Sponsor:   | MAHLE Industries, Incorporated                 |
| Valuation Date: | January 1, 2013                                |

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

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

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>MAHLE Industries, Incorporated Retirement Plan                                                               | <b>B</b> Three-digit plan number (PN) ▶ 001                                                                                                             |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>MAHLE Industries, Incorporated                            | <b>D</b> Employer Identification Number (EIN)<br><br>58-2431334                                                                                         |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|                                                                                                                                                                                                                |              |                            |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                                |              |                            |                    |
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>                                                                                                                                |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                               |              |                            |                    |
| <b>a</b> Market value .....                                                                                                                                                                                    |              | <b>2a</b>                  | 116,139,121        |
| <b>b</b> Actuarial value .....                                                                                                                                                                                 |              | <b>2b</b>                  | 113,346,824        |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                           |              |                            |                    |
|                                                                                                                                                                                                                |              | (1) Number of participants | (2) Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment.....                                                                                                                                     | <b>3a</b>    | 1,237                      | 59,925,796         |
| <b>b</b> For terminated vested participants.....                                                                                                                                                               | <b>3b</b>    | 1,069                      | 19,798,339         |
| <b>c</b> For active participants:                                                                                                                                                                              |              |                            |                    |
| (1) Non-vested benefits .....                                                                                                                                                                                  | <b>3c(1)</b> |                            | 1,337,409          |
| (2) Vested benefits .....                                                                                                                                                                                      | <b>3c(2)</b> |                            | 29,576,131         |
| (3) Total active.....                                                                                                                                                                                          | <b>3c(3)</b> | 750                        | 30,913,540         |
| <b>d</b> Total.....                                                                                                                                                                                            | <b>3d</b>    | 3,056                      | 110,637,675        |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>                                                                                          |              |                            |                    |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                      |              | <b>4a</b>                  |                    |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... |              | <b>4b</b>                  |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                         |              | <b>5</b>                   | 6.36 %             |
| <b>6</b> Target normal cost .....                                                                                                                                                                              |              | <b>6</b>                   | 2,416,130          |

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

|                                                                                                                                                                                                                                                                   |                                                                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b><br><br>TC<br><br>Signature of actuary<br><br>Thomas Ches<br><br>Type or print name of actuary<br><br>Towers Watson Delaware Inc.<br><br>Firm name<br><br>28411 Northwestern Highway<br><br>Southfield<br><br>Address of the firm<br><br>MI 48034 | 9/18/2014<br><br>Date<br><br>14-03969<br><br>Most recent enrollment number<br><br>(248) 936-7700<br><br>Telephone number (including area code) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|

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

**Part II Beginning of Year Carryover and Prefunding Balances**

|                                                                                                                                            | (a) Carryover balance | (b) Prefunding balance |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                   | 3,147,100             | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                | 3,147,100             | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                      | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>9.30</u> % .....                                                       | 0                     | 0                      |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                             |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                            |                       | 604,689                |
| <b>b</b> Interest on (a) using prior year's effective interest rate of <u>5.62</u> % except as otherwise provided (see instructions) ..... |                       |                        |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                              |                       | 604,689                |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                            |                       | 293,019                |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                          | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d - line 12) .....                                               | 0                     | 293,019                |

**Part III Funding Percentages**

|                                                                                                                                                                            |           |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 102.18 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 102.44 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 85.74 %  |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %        |

**Part IV Contributions and Liquidity Shortfalls****18** Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 12/10/2013               | 5,000,000                         |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ►</b>          |                                   |                                 | <b>18(b)</b>             | 5,000,000                         | <b>18(c)</b> 0                  |

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

|                                                                                                                         |            |           |
|-------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                    | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 4,717,954 |

**20** Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ..... ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

| (1) 1st | (2) 2nd | (3) 3rd | (4) 4th |
|---------|---------|---------|---------|
|         |         |         |         |

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost****21** Discount rate:**a** Segment rates:1st segment:  
4.94 %2nd segment:  
6.15 %3rd segment:  
6.76 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

**22** Weighted average retirement age .....**22**

63

**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years .....**28**

0

**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....**30**

0

**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

2,416,130

**b** Excess assets, if applicable, but not greater than line 31a .....**31b**

2,416,130

**32** Amortization installments:

Outstanding Balance

Installment

**a** Net shortfall amortization installment.....

0

0

**b** Waiver amortization installment .....

0

0

**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_) and the waived amount .....**33**

0

**34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..**34**

0

Carryover balance

Prefunding balance

Total balance

**35** Balances elected for use to offset funding requirement.....

0

0

0

**36** Additional cash requirement (line 34 minus line 35).....**36**

0

**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

4,717,954

**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) .....**38a**

4,717,954

**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....**38b**

0

**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....**39**

0

**40** Unpaid minimum required contributions for all years .....**40**

0

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected .....☐ 2 plus 7 years☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made .....☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment .....**42**

0

**43** Excess installment acceleration amount to be carried over to future plan years .....**43**

0

## **SCHEDULE SB ATTACHMENTS**

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### **Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013**

For participants eligible to retire, the rates at which participants retire at each age are shown below:

| Age | Percentage retiring<br>during the year |
|-----|----------------------------------------|
| 55  | 8.0%                                   |
| 56  | 4.0%                                   |
| 57  | 1.0%                                   |
| 58  | 1.0%                                   |
| 59  | 1.0%                                   |
| 60  | 1.0%                                   |
| 61  | 5.0%                                   |
| 62  | 20.0%                                  |
| 63  | 20.0%                                  |
| 64  | 20.0%                                  |
| 65  | 60.0%                                  |
| 66  | 50.0%                                  |
| 67  | 50.0%                                  |
| 68  | 50.0%                                  |
| 69  | 50.0%                                  |
| 70+ | 100.0%                                 |

The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

## **SCHEDULE SB ATTACHMENTS**

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# Schedule SB, Part V - Statement of actuarial assumptions and methods

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **EIN/PN**

58-2431334/001

### **Discount Rates**

Interest rate basis:

Applicable month: September

Yield curve basis: 3-segment rates

Interest rates:

|                          | <b>Reflecting<br/>Corridors</b> | <b>Not Reflecting<br/>Corridors</b> |
|--------------------------|---------------------------------|-------------------------------------|
| First segment rate:      | 4.94%                           | 1.75%                               |
| Second segment rate:     | 6.15%                           | 4.62%                               |
| Third segment rate:      | 6.76%                           | 5.72%                               |
| Effective interest rate: | 6.36%                           | 5.03%                               |
| ASC 960 interest rate:   |                                 |                                     |
| Discount rate:           | 4.50%                           |                                     |

### **Assumed Cost of Living Adjustments**

Caldwell Special Age 65 Benefits (premiums for Medicare Part B benefit) are assumed to increase 5.00% per year.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# SCHEDULE SB ATTACHMENTS

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## Inclusion Date

The valuation date coincident with or next following the date on which the employee is hired.

## Plan Related Expenses

Plan related expenses assumed payable from the trust are based on the average of the plan related expenses (excluding PBGC premiums) paid from the trust during the last three plan years, plus the estimated PBGC premium expected paid from the trust for the current plan year, rounded to the nearest \$1,000. For 2013, the assumed plan related expenses total \$617,000.

## Mortality

Target liabilities: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

ASC 960 liabilities: The RP-2000 Annuitant and Non-Annuitant Healthy Mortality Tables projected to 2015 using Scale AA for males and females respectively.

## Retirement

For participants eligible to retire, the rates at which participants retire by age are shown below.

| Age | Percentage retiring during the year |
|-----|-------------------------------------|
| 55  | 8.0%                                |
| 56  | 4.0%                                |
| 57  | 1.0%                                |
| 58  | 1.0%                                |
| 59  | 1.0%                                |
| 60  | 1.0%                                |
| 61  | 5.0%                                |
| 62  | 20.0%                               |
| 63  | 20.0%                               |
| 64  | 20.0%                               |
| 65  | 60.0%                               |
| 66  | 50.0%                               |
| 67  | 50.0%                               |
| 68  | 50.0%                               |
| 69  | 50.0%                               |
| 70+ | 100.0%                              |

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
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## SCHEDULE SB ATTACHMENTS

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The weighted average retirement age is 63, calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Terminated vested participants are assumed to commence benefits at age 65. However, participants at Manchester who terminated employment due to the plant closure who were eligible to commence early retirement benefits are assumed to commence benefits at age 62.

### Disability Rates

Sample rates at which participants become disabled by age and gender are shown below:

| Percentage becoming disabled during the year |         |         |
|----------------------------------------------|---------|---------|
| Age                                          | Males   | Females |
| 20                                           | 0.1200% | 0.1800% |
| 25                                           | 0.1200% | 0.1800% |
| 30                                           | 0.1200% | 0.1800% |
| 35                                           | 0.1275% | 0.1915% |
| 40                                           | 0.1470% | 0.2205% |
| 45                                           | 0.1975% | 0.2965% |
| 50                                           | 0.3565% | 0.5350% |
| 55                                           | 0.6810% | 1.0215% |
| 60                                           | 1.3800% | 2.0700% |

### Disabled Mortality

Target liabilities: The prescribed mortality assumptions under section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

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ASC 960 liabilities: For the Non-Union Groups, the RP-2000 Annuitant and Non-Annuitant Mortality Tables projected to 2015 using Scale AA for males and females respectively. For the Union Groups, sample mortality rates for disabled participants are shown below:

| Attained Age | Percentage Dying<br>During the Year<br>Annual Rate |
|--------------|----------------------------------------------------|
| 30           | 2.6%                                               |
| 35           | 2.6%                                               |
| 40           | 2.6%                                               |
| 45           | 2.7%                                               |
| 50           | 3.1%                                               |
| 55           | 4.9%                                               |
| 60           | 6.2%                                               |
| 65           | 7.3%                                               |
| 70           | 8.9%                                               |
| 75           | 10.6%                                              |
| 80           | 14.4%                                              |

### Representative Termination Rates not Due to Disability, Retirement or Mortality:

Sample termination rates are shown below:

| Attained Age | Percentage leaving during the year |
|--------------|------------------------------------|
| 20           | 8.60%                              |
| 25           | 6.60%                              |
| 30           | 5.20%                              |
| 35           | 4.05%                              |
| 40           | 3.15%                              |
| 45           | 2.60%                              |
| 50           | 1.95%                              |
| 55           | 1.10%                              |
| 60           | 0.00%                              |

In the first year of service, 50% of the employees are assumed to terminate employment.

No withdrawal is assumed to occur after satisfying eligibility conditions for retirement or after attaining age 61.

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## **Compensation Increases**

For purposes of determining the target normal cost and the additional funding target for maximum deductible purposes, final average earnings as of December 31, 2006 is assumed to increase 2.00% per annum.

## **Future Increases in Social Security Covered Compensation**

For purposes of determining the target normal cost and the additional funding target for maximum deductible purposes, the Social Security Taxable Wage Base is assumed to increase 3.50% per annum.

## **Future Increase in Maximum Benefit and Plan Compensation Liabilities**

For purposes of determining the target normal cost and the present value of accrued benefits for ASC 960, accrued benefits projected to be paid in the future are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit. For purposes of determining the additional funding target for maximum deductible purposes, these amounts are assumed to increase 3.00% per annum in the future.

## **Form of Payment**

All participants are assumed to elect a single life annuity.

## **Marriage**

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

## **Employees**

It was assumed that there will be no new or rehired employees.

## **Cost Method**

Traditional Unit Credit Cost Method. To determine the additional funding target for maximum deductible purposes, the Projected Unit Credit Cost Method was used.

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## **Asset Method**

The actuarial value of assets is the average of the fair value of assets on the valuation date and the adjusted fair market of assets as of the two prior valuation dates. The adjusted fair market value of assets as of any date is the fair market value of assets as of that date, increased for subsequent contributions and expected earnings and decreased for benefits and administrative expenses paid from the plan. The expected earnings is based on the assumed date of return limited by the average third segment interest rates from the prior valuation (special limits apply for pre-PPA plan years and years where the full yield curve was used). The resulting actuarial value of assets is further limited so that it is not less than 90% or greater than 110% of the fair value of assets on the valuation date, including the present value of receivables contributions. The algebraically equivalent development of this method is shown in this report.

## **Participant Data**

Employee data was supplied by Mass Mutual as of the valuation date January 1, 2013.

## **Tax Policy**

The actuarial valuation performed for the plan year ending December 31, 2013 is used to determine the maximum deductible contribution for the tax year ending December 31, 2013.

## **Benefits not Included in Valuation**

We believe that we have reflected all significant plan provisions in this valuation.

## **PBGC Premium Funding Target**

For purposes of determining the PBGC Premium Funding Target, the Alternative Premium Funding Target was determined using the assumptions described above.

## **Changes in Assumptions and Methods Since Last Actuarial Valuation**

The following actuarial assumptions were changed from last year:

- The mortality table used to determine the funding target was updated to project mortality an additional year, as prescribed by the IRC.
- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012. They also reflect the corridors of MAP-21.
- Plan related expenses assumed payable from the pension trust increased from \$371,000 for the 2012 plan year to \$617,000 for the 2013 plan year.

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- The mortality table used for healthy participants under ASC 960 was updated:
  - For Non-Union groups: From the RP2000 Combined Healthy White Collar Mortality Table with mortality rate projected to 2010 using Scale AA from males and females respectively.
  - For Union groups: From the RP2000 Combined Healthy Blue Collar Mortality Table with mortality rate projected to 2010 using Scale AA from males and females respectively.
- The mortality table for Non-Union disabled participants under ASC 960 was changed from the RP2000 Combined Healthy White Collar Mortality Table with mortality rate projected to 2010 using Scale AA from males and females respectively.
- The discount rate used to determine the present value of accrued benefits under ASC 960 was changed from 5.00% to 4.50%.

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## Schedule SB, Part V - Summary of principal plan provisions

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **Plan**

MAHLE Industries, Incorporated Retirement Plan

### **MAHLE Non-Union**

### **Effective Date**

The plan was originally effective January 1, 1981, as amended effective January 1, 2012.

### **Plan Year**

The twelve-month period ending December 31.

### **Eligibility and Participation**

Any person who is employed regularly by MAHLE Industries, Incorporated, and has FICA taxes withheld by MAHLE Industries, Incorporated. An individual who performs services for MAHLE Industries, Incorporated, pursuant to an agreement between MAHLE Industries, Incorporated, and a collective bargaining agreement, an employee leasing organization or independent contractor shall not be considered.

Each active employee will become a Participant as of the January 1 on or next following his Employment Date. No new participants will enter after January 1, 2004. Effective May 1, 2007, active Participants, between March 19, 2007 and April 17, 2007, can choose to freeze their benefit in the Pension Plan. This is a one-time irrevocable election.

### **Vesting Service**

Effective January 1, 1999 whole calendar months, of employment. A whole month is graded in the month of employment and month of termination if the Participant is employed for at least 15 days in that month. Before 1999, vesting service was granted on a 1,000 hour rule.

|                 |                                                |
|-----------------|------------------------------------------------|
| Plan Name:      | MAHLE Industries, Incorporated Retirement Plan |
| EIN / PN:       | 58-2431334 / 001                               |
| Plan Sponsor:   | MAHLE Industries, Incorporated                 |
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## **Benefit Service**

The Participant's whole and partial years of Vesting Service, excluding (1) periods before the employer adopted the plan (unless specified), (2) leaves longer than 12 months, (3) periods between date of termination and rehire, (4) periods worked for an employer who did not adopt the plan, (5) periods for which an employee was paid a lump sum, (6) periods covered by another defined benefit plan, and (7) periods after the employee opts out of the plan.

## **Compensation**

The participant's taxable earnings as reported on Form W-2 plus deferrals. Please refer to the Plan document for additional detail.

## **Final Average Base Earnings**

The average of a Participant's greatest five consecutive or non-consecutive calendar years during his final 10 consecutive calendar years of Employment. Plan includes any partial calendar year in the 5 year average, if it yields a higher average. If a participant has fewer than 5 complete years all Earnings are averaged.

After December 31, 2006: Final Average Earnings shall be determined by calculating the Final Average Earnings as of December 31, 2006, increased each year by the general wage increase percentage declared by the employer in the December of the preceding calendar year (not less than 0% nor more than 2%), with increases applied from January 1<sup>st</sup> to the date of termination on a pro-rata basis.

The Final Average Earnings freezes when an employee opts out of the plan.

## **Accrued Benefit**

For a participant terminating employment on or after his/her Normal Retirement Date, the accrued benefit is a monthly benefit equal to 1/12 of the sum of 1 and 2 multiplied by Years of Benefit Service not in excess of 30:

1. 0.9 percent of his Final Average Earnings not in excess of Covered Compensation

1.525 percent of his Final Average Earnings in excess of Covered Compensation

Minimum Monthly Benefit is \$6.50 times Benefit Service not in excess of 30 years.

For a participant who terminated employment prior to his/her Normal Retirement Date, the above calculation is determined assuming he/she continues to earn benefit service to the Normal Retirement Date, but Final Average Earnings and Covered Compensation is determined as of the termination date. The projected benefit is then multiplied by the ratio of the number of years of benefit service at termination to the number of years of benefit service projected at the Normal Retirement Date.

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## **Normal or Late Retirement Benefit**

Eligibility: Later of Age 65 or the fifth anniversary of Employment

Benefit: Accrued Benefit at Normal or Late Retirement Date.

## **Early Retirement Benefit**

Eligibility: Age 55 and 10 years of Vesting Service.

Benefit: Accrued Benefit reduced by 5/9% for first five years and 5/18% for next five years benefit begins prior to the normal retirement date.

## **Disability Benefit**

If a Participant becomes disabled after 5 years of Vesting Service, he continues to accrue service and compensation continues at the same rate until his Early or Normal Retirement Date. Upon retirement, the Early or Normal Retirement Benefit is payable. The Final Average Earnings and Covered Compensation are frozen at the disability date.

For employees who opted out, the benefit is based on the May 1, 2007 frozen benefit, reduced for early retirement.

## **Vested Benefits Upon Termination of Service**

Eligibility: 5 years of Vesting Service.

Benefit: Accrued Benefit payable at age 65.

Early Commencement of Benefit: Participants who have completed 10 years of vesting service may elect to begin receiving a reduced benefit as early as age 55. Accrued benefit reduced 5/9% for the first five years and 5/18% for the next five years benefit begins prior to the normal retirement date.

## **Normal Form of Retirement Income**

The normal form of benefit is a monthly annuity payable for the life of the participant. If married, then the 50% Joint and Survivor annuity will be payable to the employee during his lifetime with 50% of such reduced amount payable to his surviving spouse after his death, unless the retiree elects otherwise in writing and the spouse consents.

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## **Optional Forms**

Joint and Survivor Annuities:

1. Life only
2. 50% Joint and Survivor, 66-2/3% Joint and Survivor, 75% Joint and Survivor and 100% Joint and Survivor
3. 10 Years Continuous and Life
4. Lump sum is automatically payable if amount is less than or equal to \$5,000.

## **Actuarial Equivalence**

Lump Sum: Participant shall receive a single sum payment calculated using the applicable segment rates for the December before the beginning of the plan year and the applicable mortality table described in IRC Section 417(c)(3).

Other: 7% interest rate and the 1971 Forecast Mortality Table with a one-year age set back for participants and a five-year age set back for beneficiaries.

## **Pre-Retirement Death Benefits**

If the Participant is not vested, no death benefits are payable. If the participant is vested, then the death benefit is 50% of the amount that would have been payable to the Participant under the 50% Joint and Survivor option assuming the participant had terminated employment on the earlier of his termination date or date of death, survived to the early retirement date, had begun receiving benefits that day under the 50% Joint and Survivor form of payment and died the next day.

## **Post-Retirement Death Benefits**

None except as provided by the annuity form elected.

## **Employee Contributions**

They are not required or permitted.

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## **2007 Voluntary Retirement Opportunity (VRO)**

A participant who retired under the 2007 VRO shall have his early retirement benefit determined by increasing his Benefit Service by an additional three years (up to a maximum of 30 years of Benefit Service) and be deemed three years older than the participant's actual age (up to a maximum of age 65). Employees eligible for the 2007 VRO are participants at the Morristown, Tennessee facility who are at least age 55 with 10 or more years of service as of March 30, 2007, who elect the special benefits between December 11, 2006 and March 30, 2007, retire between January 1, 2007 and March 30, 2007, and sign an appropriate waiver and release.

## **2009 Voluntary Retirement Opportunity (VRO)**

A participant who retired under the 2009 Voluntary Retirement Opportunity (2009 VRO) shall have his early retirement benefit determined by increasing his Benefit Service by an additional three years (up to a maximum of 30 years of Benefit Service) and be deemed three years older than the participant's actual age (up to a maximum of age 65). Employees eligible for the 2009 VRO are participants who are at least age 55 with 10 or more years of service as of January 5, 2009, who elect the special benefit between November 4, 2008 and January 8, 2009, retire between January 1, 2009 and February 1, 2009, and sign an appropriate waiver and release.

## **Maximum on Benefits and Compensation**

All benefits and compensation for any calendar year may not exceed the maximum limits for that year as defined by the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining the value of accrued benefits under ASC 960 and the maximum deductible amount, but not for determining contribution requirements.

## **Substantive Commitments**

No substantial commitments other than the above plan provisions have been included in the valuation.

## **Changes in plan provisions since last actuarial valuation**

Effective January 1, 2013 the maximum benefit payable under IRC §415 between age 62 and 65 automatically increased from \$200,000 to \$205,000 and the maximum compensation recognized for benefit calculations under IRC §401(a)(17) increased for \$250,000 to \$255,000.

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## **Caldwell Union**

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **Former Plan**

MAHLE Caldwell Plant Hourly Employees Pension Plan

### **Effective Date and Most Recent Amendment**

The plan was originally effective January 1, 1988 and later amended and restated effective December 31, 2001 and further amended effective January 1, 2011.

### **Plan Year**

The twelve-month period ending December 31.

### **Coverage and Participation**

Hourly paid employees at employer's Caldwell, Ohio plant (United Steel Workers of America AFL-CIO Local 4836). Plan frozen December 31, 2001. There will be no new plan participants after this date.

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Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

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## **Credited Service**

For hours as an employee of the company while covered by the CBA,

Maximum Credited Service is 38 years

Credited service is frozen at 12/31/2001

| Hours of Service During<br>Plan Year | Portion of Year of<br>Credited Service |
|--------------------------------------|----------------------------------------|
| Less than 85                         | 0.0                                    |
| 85-254                               | .1                                     |
| 255-424                              | .2                                     |
| 425-594                              | .3                                     |
| 595-764                              | .4                                     |
| 765-934                              | .5                                     |
| 935-1,104                            | .6                                     |
| 1,105-1,274                          | .7                                     |
| 1,275-1,444                          | .8                                     |
| 1,445-1,614                          | .9                                     |
| 1,615 and over                       | 1.0                                    |

## **Vesting Service**

Elapsed time from date of hire to the date employment with the employer terminates. Vesting Service is determined in fractional years to the nearest one-twelfth.

## **Normal Retirement Benefit**

Eligibility: Age 65.

Monthly Benefit: Accrued benefit determined at the normal retirement date

## **Late Retirement**

Eligibility: Retirement after the normal retirement date.

Monthly Benefit: Accrued benefit determined at date of postponed retirement (actuarially increased after April 1<sup>st</sup> of calendar year following attainment of age 70.5, while benefits suspended).

## **Accrued Benefits**

Monthly accrued benefit is the product of \$24.00 and years of credited service (not more than 38).

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## **Early Retirement Benefit**

Eligibility: Age 60 and 10 years of vesting service.

Monthly Benefit: Accrued benefit determined at early retirement, reduced 0.4% per month for commencement prior to normal retirement age.

## **Disability Benefit**

Eligibility: Disablement after completing 10 years of vesting service

Monthly Benefit: Accrued benefit determined at date of disability.

## **Vested Benefits Upon Termination of Service**

Eligibility: 5 years of vesting service.

Benefit Payable at Normal Retirement Date: Accrued benefit at date of termination.

Early Commencement of Benefit: Eligible upon attainment of age 60. Accrued benefit is reduced by 0.5% per month for commencement prior to normal retirement date.

## **Medicare Part B Benefit**

Eligibility: Retirement under normal, early, late or disability provisions and enrolled in Medicare.

Monthly Benefit: The current premium payable to the retiree (not spouse) for Medicare Part B coverage, \$104.90 in 2013. The premium is assumed to increase in future years.

## **Pre-Retirement Death Benefits**

Paid to a participant's surviving spouse, if any, equal to 52% of the benefit that the participant would have received if he had retired on his date of death and elected an immediate benefit in a joint and 52% survivor form, or, in the case of a participant who dies before becoming eligible for payment of benefits, the benefit that would have been payable had he terminated employment on the earlier of his termination date or date of death, survived to the early retirement date, elected the 52% joint and survivor annuity and died the following day.

The benefit payable to the member's spouse is reduced 1% for each year, if any, by which the spouse is more than 5 years younger than the employee at his death (but not in excess of 10%).

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## **Normal Form of Retirement Income**

Single employees and employees married less than one year: Life annuity.

All others: 52% qualified joint and survivor annuity.

## **Optional Forms of Retirement Income in Lieu of Normal Form**

1. Life only
2. 52% joint and survivor and 75% joint and survivor
3. Lump sum of the present value of the accrued normal retirement benefit (excluding any Medicare Part B benefit) is automatically payable if amount is less than \$5,000

## **Actuarial Equivalence**

Lump Sum Participants shall receive the larger of the benefit calculated using the following actuarial factors:

1. The annual interest rate on 30-year Treasury securities for the November before the beginning of the plan year and the Mortality Table described in R.R. 2001-62.
2. The applicable segment rates for the November before the beginning of the plan year and applicable mortality table described in IRC section 417(e)(3).

52% Joint and Survivor Annuity: 93% plus or minus 0.5% for each full year the spouse is older or younger than the retiree.

Others: 7.00% interest rate and 1971 GAM mortality.

## **Employee Contributions**

They are not required or permitted.

## **Substantive Commitments**

No substantive commitments other than the above plan provisions have been included in this valuation.

## **Changes in Plan Provisions Since Last Actuarial Valuation**

There were no changes in plan provisions since the last actuarial valuation.

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## **Churubusco Union**

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **Former Plan**

MAHLE Pension Plan for Hourly Paid Employees at the Churubusco, IN Plant

### **Effective Date and Most Recent Amendment**

The plan was originally effective March 8, 1967 and later amended and restated effective November 8, 2005 and further amended effective January 1, 2011.

### **Plan Year**

The twelve-month period ending December 31.

### **Coverage and Participation**

All employees who are members of District Lodge No. 090, Local Lodge No. 2034, of the International Association of Machinists and Aerospace Workers, AFL-CIO.

### **Credited Service**

All full and fractional years of service since March 8, 1967 while on the seniority list; plus

1. All full and fractional years of past service from the seniority date to March 8, 1967.
2. Reinstatement of Credited Service available for loss of seniority after October 18, 1975 or for re-employment after retirement; Credited Service is aggregated, but future benefit is offset by actuarial equivalent of benefits previously paid.
3. Employee retiring under the plan also receives Credited Service for eligibility for all service with the Corporation.
4. Accumulation of up to 5 years of Credited Service while on approved leave of absence or layoff.

### **Vesting Service**

All service with corporation.

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## **Normal Retirement Benefit**

Eligibility: Age 65.

Benefit: Accrued benefit determined at normal retirement date.

## **Late Retirement Benefit**

Eligibility: Retirement after normal retirement date.

Monthly Benefit: Accrued benefit determined at the date of postponed retirement (actuarially increased after April 1<sup>st</sup> of calendar year following attainment of age 70.5, while benefits suspended)

## **Accrued Benefit**

Monthly accrued benefit is the product of \$23.00 and years of credited service (not more than 44 years if seniority date is before January 2, 1968, 40 years if seniority date is between January 2, 1968 and January 1, 1980, 35 years if seniority date is between January 2, 1980 and November 4, 2007).

## **Early Retirement Benefit**

Eligibility: Age 60 and 10 years of credited service.

Monthly Benefit: Accrued benefit determined at early retirement, reduced by 0.5% per month for commencement prior to age 62.

## **Disability Benefit**

Eligibility: Totally and permanently disabled, as determined by the plan sponsor after attaining age 50 with 10 years of credited service.

Benefit: Accrued benefit determined at date of disability.

Waiting Period: 6 months.

## **Vested Benefits Upon Termination of Service**

Eligibility: 5 years of vesting service.

Benefit Payable at Normal Retirement Date: Accrued benefit at date of termination.

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Early Commencement of Benefit: Eligible after completion of 10 years of credited service and attainment of age 60. Accrued benefit is reduced by 0.5% per month for commencement prior to the normal retirement date.

## **Supplemental Benefit**

Eligibility: Retirement under Early or Disability provisions and attainment of age 60 and 30 years of credited service.

Benefit: Effective May 1, 1999, a monthly benefit of \$10.00 times years of credited service (not more than 44 years if seniority date is before January 2, 1968, 40 years if seniority date is between January 2, 1968, 35 years if seniority date is on or after January 2, 1980) is payable until age 62 to the employee (not a surviving spouse).

## **Pre-Retirement Death Benefits**

Eligibility: Former and active vested employees and retirees who have elected the normal form of the survivor benefit and who have been married at least one year.

Benefit:

### **1. Active Vested and Terminated Vested Employees Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 50% of the early benefit the employee would have received had he retired the day before his death and elected the 50% joint and survivor form of payment. Benefit payment begins on the first day of the month following the date of death.

### **2. Active Vested and Terminated Vested Employees Not Eligible for Normal or Early Retirement:**

Monthly survivor benefit shall be equal to 50% of the monthly benefit to which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survived to the earliest commencement date, commenced receiving payments that day after electing the 50% joint and survivor form of payment, and died the next day. Benefit payment begins on early retirement date.

## **Normal Form of Retirement Income**

Normal form of payment is a monthly annuity for the life of the participant. If married, the 50% joint and survivor option will be deemed to have been elected, unless the retiree elects otherwise in writing and the spouse consents.

Single employees and employees married less than one year: Life annuity

All others: 50% joint and survivor annuity

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## **Optional Forms of Retirement Income in Lieu of Normal Form**

1. Life only
2. 50% joint and survivor and 75% joint and survivor
3. Lump sum is automatically payable if amount is less than \$1,000
4. Lump sum of the present value of the accrued normal retirement benefit (excluding any 30-year supplement) is payable if amount is less than \$5,000 (\$30,000 for employees eligible for Plant Closing Benefit).

## **Actuarial Equivalence**

Lump Sum: The applicable segment rates for the November before the beginning of the plan year and the applicable mortality table described in section 417(e)(3).

Other: 7.00% interest rate and UP-1984 mortality, set forward one year.

## **Employee Contributions**

They are not required or permitted.

## **Substantive Commitments**

No substantive commitments other than the above plan provisions have been included in this valuation.

## **Changes in Plan Provisions Since Last Actuarial Valuation**

None.

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## **Manchester Union**

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **Former Plan**

MAHLE Manchester Plant Hourly Employees Pension Plan

### **Effective Date and Most Recent Amendment**

The plan was originally effective February 7, 1997 and later amended and restated effective June 1, 2003 and further amended effective January 1, 2011.

### **Plan Year**

The twelve-month period ending December 31.

### **Coverage and Participation**

All employees within the bargaining unit (International Association of Machinists and Aerospace Workers of America, District No. 9). Any person who first becomes an employee or a member of the bargaining unit on or after October 1, 2007 will not be eligible to participate in the plan.

### **Credited Service**

Prior to February 7, 1997: As earned under the SPX Manchester Plant Pension Plan.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

## SCHEDULE SB ATTACHMENTS

After February 7, 1997: Any calendar year in which the employee has 1,800 or more "credited hours" shall be counted as one year of Credited Service. If employee has less than 1,800 "credited hours", a proportionate credit will be given according to the following schedule:

| Credited Hours  | Credited Service |
|-----------------|------------------|
| 0               | None             |
| 1-180           | 1/10 of a year   |
| 180.1-360       | 2/10 of a year   |
| 360.1-540       | 3/10 of a year   |
| 540.1-720       | 4/10 of a year   |
| 720.1-900       | 5/10 of a year   |
| 900.1-1,080     | 6/10 of a year   |
| 1,080.1-1,260   | 7/10 of a year   |
| 1,260.1-1,440   | 8/10 of a year   |
| 1,440.1-1,620   | 9/10 of a year   |
| 1,620.1 or more | one year         |

Service prior to February 7, 1997 is recognized for eligibility to participate, eligibility to receive early retirement subsidies, subsidized actuarial factors, retirement supplements and disability benefits, and vesting.

No pre-February 7, 1997 Credited Service recognized for benefit accruals, except specifically recognized to reflect benefit increases.

Credited service for purposes of determining benefit amounts was frozen at October 1, 2007.

### Vesting Service

Prior to February 7, 1997: As earned under the SPX Manchester Plant Pension Plan.

After February 7, 1997: Any calendar year in which the employee has 1,000 or more hours shall be counted as one year of Vesting Service. If employee has less than 1,000 hours, a proportionate credit will be given according to the following schedule:

| Credited Hours | Credited Service |
|----------------|------------------|
| 0              | None             |
| 1-180          | 1/10 of a year   |
| 180.1-360      | 2/10 of a year   |
| 360.1-540      | 3/10 of a year   |
| 540.1-720      | 4/10 of a year   |
| 720.1-900      | 5/10 of a year   |
| 900.1-999      | 6/10 of a year   |

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# SCHEDULE SB ATTACHMENTS

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## Accrued Benefit

Monthly accrued benefit is the product of \$30.00 and years of credited service (including pre 2/7/1997 service) less the product of \$23.00 and years of credited service earned prior to 2/7/1997.

## Normal Retirement Benefit

Eligibility: The later of the first day of the month following or coinciding with attainment of age 65 and the fifth anniversary of plan participation.

Benefit: Accrued benefit determined at normal retirement date.

## Late Retirement Benefit

Eligibility: Retirement after normal retirement date.

Monthly Benefit: The greater of 1 and 2 (actuarially increased after April 1<sup>st</sup> of calendar year following attainment of age 70.5, while benefits suspended)

1. Accrued benefit determined at the date of postponed retirement.
2. Accrued benefit determined at normal retirement age, actuarially increased to reflect the later payment date.

## Early Retirement Benefit

Eligibility: Age 55 and 10 years of credited service.

Monthly Benefit: Accrued benefit determined at early retirement, reduced by 0.5% per month for commencement prior to age 62.

## Disability Benefit

Eligibility: An employee who becomes disabled after attaining 10 years of credited service. (Prior plan service is eligible for meeting 10 year service requirement.)

Benefit: Accrued benefit determined at date of disability.

Waiting Period: 6 months.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Vested Benefits upon Termination of Service**

Eligibility: 5 years of vesting service.

Benefit Payable at Normal Retirement Date: Accrued benefit at date of termination.

Early Commencement of Benefit: Eligible upon attainment of age 55. Accrued benefit is reduced by 0.5% per month for commencement prior to the normal retirement date.

## **Pre-Retirement Death Benefits**

Eligibility: Former and active vested employees and retirees who have elected the normal form of the survivor benefit and who have been married at least one year.

Amount of Benefit:

### **1. Active Vested and Terminated Vested Employees Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 50% of the accrued benefit the employee would have received had he retired the day before his death and elected the 50% joint and survivor form of payment. Benefit payment begins on the first day of the month following the date of death.

### **2. Active Vested and Terminated Vested Employees Not Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 50% for which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survived to the early retirement date, elected the 50% joint and survivor annuity, and died the next day. Benefit payment begins on early retirement date.

## **Normal Form of Retirement Income**

Single Employees and Employees Married Less than One Year: Life annuity.

All Others: 50% qualified joint and survivor annuity.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Optional Forms of Retirement Income in Lieu of Normal Form**

1. Life only
2. 50% joint and survivor and 75% joint and survivor
3. 10 year period certain and life annuity.
4. Lump sum of the larger of the present value of the accrued normal retirement benefit and the early retirement benefit (if eligible to commence benefits) is payable if amount is less than or equal to \$25,000.
5. Lump sum is automatically payable if amount is less than \$1,000.

## **Actuarial Equivalence**

Lump Sum: Participant shall receive the larger of the benefits calculated using the following actuarial factors:

1. Annual interest rate on 30 year Treasury securities for the November before the beginning of the plan year and the mortality table described in RR 2001-62.
2. The applicable segment rates for the November before the beginning of the plan year and applicable mortality table described in IRC section 417(e)(3).

Other: 5.00% interest rate and UP-1984 mortality, but for optional payment forms, use Appendix A in plan document.

## **Employee Contributions**

They are not required or permitted.

## **Substantive Commitments**

No substantive commitments other than the above plan provisions have been included in this valuation.

## **Changes in Plan Provisions Since Last Actuarial Valuation**

None.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Muskegon Union**

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **Former Plan**

MAHLE Muskegon Plant Hourly Employees' Pension Plan

### **Effective Date and Most Recent Amendment**

The plan was originally effective February 7, 1997 and later amended and restated effective July 14, 2004 and further amended effective January 1, 2011.

### **Plan Year**

The twelve-month period ending December 31.

### **Coverage and Participation**

All employees employed by the Company on or after 2/7/1997 within the bargaining unit (International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (U.A.W.), Local 637).

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

## SCHEDULE SB ATTACHMENTS

### Credited Service

Prior to February 7, 1997: As earned under the SPX Muskegon Plant Pension Plan.

After February 7, 1997: Any calendar year in which the employee has 1,800 or more "credited hours" shall be counted as one year of Credited Service. If employee has less than 1,800 "credited hours", a proportionate credit will be given according to the following schedule:

| Credited Hours  | Credited Service |
|-----------------|------------------|
| 0               | None             |
| 1-180           | 1/10 of a year   |
| 180.1-360       | 2/10 of a year   |
| 360.1-540       | 3/10 of a year   |
| 540.1-720       | 4/10 of a year   |
| 720.1-900       | 5/10 of a year   |
| 900.1-1,080     | 6/10 of a year   |
| 1,080.1-1,260   | 7/10 of a year   |
| 1,260.1-1,440   | 8/10 of a year   |
| 1,440.1-1,620   | 9/10 of a year   |
| 1,620.1 or more | one year         |

Service prior to February 7, 1997 will be included in determining (1) eligibility to participate, (2) eligibility to receive early retirement subsidies, subsidized actuarial factors, retirement supplements and disability benefits, (3) eligibility for normal, early and vested benefits, but not for benefit accruals except to the extent specifically recognized to reflect benefit increases or supplemental amounts after the closing date.

If employee at February 7, 1997 elected to receive amounts or lump sums when transferring from SPX, the service earned prior to February 7, 1997 shall not be included for determining eligibility for retirement supplements or for benefit increases attributable to employment prior to February 7, 1997.

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EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# SCHEDULE SB ATTACHMENTS

## Vesting Service

Prior to February 7, 1997: As earned under the SPX Muskegon Plant Pension Plan.

After February 7, 1997: Any calendar year in which the employee has 1,000 or more hours shall be counted as one year of Vesting Service. If employee has less than 1,000 hours, a proportionate credit will be given according to the following schedule:

| Credited Hours | Credited Service |
|----------------|------------------|
| 0              | None             |
| 1-180          | 1/10 of a year   |
| 180.1-360      | 2/10 of a year   |
| 360.1-540      | 3/10 of a year   |
| 540.1-720      | 4/10 of a year   |
| 720.1-900      | 5/10 of a year   |
| 900.1-999      | 6/10 of a year   |

## Accrued Benefit

Monthly accrued benefit is the product of \$33.00 and years of credited service (including pre 2/7/1997 service) less the product of \$26.00 and years of credited service earned prior to 2/7/1997.

## Normal Retirement Benefit

Eligibility: The later of the first day of the month following or coinciding with attainment of age 65 and the fifth anniversary of plan participation.

Benefit: Accrued benefit determined at normal retirement date.

## Late Retirement Benefit

Eligibility: Retirement after normal retirement date.

Monthly Benefit: The greater of 1 and 2 (actuarially increased after April 1<sup>st</sup> of calendar year following attainment of age 70.5, while benefits suspended)

1. Accrued benefit determined at the date of postponed retirement.
2. Accrued benefit determined at normal retirement age, actuarially increased to reflect the later payment date.

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# SCHEDULE SB ATTACHMENTS

## Early Retirement Benefit

Eligibility: Earlier of 1, 2, or 3:

1. Age 60 and 10 years of credited service.
2. Age 55 and age plus credited service equals 85 or more.
3. 30 years of credited service.

Monthly Benefit: Accrued benefit determined at early retirement, multiplied by the following:

| Number of Years Before<br>SSURA <sup>1</sup> | Early Retirement<br>Percentage | Number of Years Before<br>SSURA | Early Retirement<br>Percentage |
|----------------------------------------------|--------------------------------|---------------------------------|--------------------------------|
| 18                                           | 30.4                           | 10                              | 57.9                           |
| 17                                           | 32.8                           | 9                               | 63.5                           |
| 16                                           | 35.4                           | 8                               | 69.4                           |
| 15                                           | 38.3                           | 7                               | 75.2                           |
| 14                                           | 41.5                           | 6                               | 80.8                           |
| 13                                           | 45.0                           | 5                               | 86.7                           |
| 12                                           | 48.9                           | 4                               | 93.3                           |
| 11                                           | 53.2                           | 3 and less                      | 100.0                          |

<sup>1</sup> Social Security Unreduced Retirement Age

Provided that:

Pension benefit including benefit to surviving spouse, will be unreduced for age after age 62 for employee retiring with the sum of age and credited service totaling 85 or more. Pension benefit will be unreduced for age at retirement for employees retiring with 30 or more years of credited service.

## Disability Benefit

Eligibility: An employee who becomes disabled after attaining 10 or more years of credited service, and is under age 62.

Monthly Benefit: Accrued benefit determined at date of disability plus a temporary benefit (not more than \$400 per month) equal to the product of \$33.00 and credited service earned after February 7, 1997, payable until employee becomes eligible for a Social Security benefit.

Waiting Period: 6 months

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EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Vested Benefits Upon Termination of Service**

Eligibility: 5 years of vesting service.

Benefit Payable at Normal Retirement Date: Accrued benefit at date of termination.

Early Commencement of Benefit: Eligible (1) after completion of 10 years of credited service and attainment of age 60, or (2) at age 55 with 85 points, or (3) after completion of 30 years of credited service. Accrued benefit is reduced by 0.5% per month for commencement prior to the normal retirement date.

## **Supplemental Benefit**

Eligibility: An employee who retires under the normal, early or disability provisions and who:

1. Retires before age 62 with 30 or more years of credited service, or,
2. Retires before age 62 with the sum of age and credited service totalling 85 or more

Early Retirement Supplement:

1. Payable until age 62 to those retirees with 30 or more years of credited service;
2. The benefit is \$550 less \$350 times the ratio of Past Service Credits to 30 years per month for terminations after December 31, 2000.

Interim Supplement:

1. Payable until age 62 to those retirees with age and service totalling 85 points or more, but not with 30 or more years of service.
2. The benefit is \$7.50 times years of credited service (earned after February 7, 1997) reduced for early retirement.

## **Medicare Part B Benefit**

Eligibility: Retirement under normal, early, late or disability provisions and enrolled in Medicare.

Monthly Benefit: Effective January 1, 2002, \$28.00 per month after age 65, or earlier if receiving Social Security disability benefits for at least 24 months. Medicare Part B benefit is not payable to a surviving spouse.

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# **SCHEDULE SB ATTACHMENTS**

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## **Pre-Retirement Death Benefits**

Eligibility: Former and active vested employees and retirees who have elected the normal form of the survivor benefit.

Benefit:

Active Vested and Terminated Vested Employees Eligible for Early or Normal Retirement:

Monthly survivor benefit shall be equal to 55% of the accrued benefit the employee would have received had he retired the day before his death and elected the 55% joint and survivor annuity. Benefit payment begins on the first day of the month following the date of death.

Active Vested and Terminated Vested Employees Not Eligible for Normal or Early Retirement:

Monthly survivor benefit shall be equal to 55% of the monthly benefit to which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survived to the early retirement date, elected the 55% joint and survivor annuity, and died the next day. Benefit payment begins on early retirement date.

## **Normal Form of Retirement Income**

Single employees and employees married less than one year: Life annuity

All others: 55% qualified joint and survivor annuity

## **Optional Forms of Retirement Income in Lieu of Normal Form**

1. Life only
2. 55% joint and survivor and 75% joint and survivor
3. Lump sum distribution of the larger of the benefit the participant could receive at the normal retirement date or early retirement date (if eligible to commence benefits for early retirement), if less than or equal to \$40,000. The lump sum will include any supplements and/or Medicare Part B benefit for which the participant is eligible to receive.
4. Lump sum is automatically payable if amount is less than or equal to \$1,000

If the 55% QJSA is in effect and the spouse predeceases the retiree, the basic pension benefit shall be restored to the amount payable without the QJSA elections.

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Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Actuarial Equivalence**

Lump Sum:

Participant shall receive the larger of the benefits calculated using the following actuarial factors:

1. Annual interest rate on 30 year Treasury securities for the November before the beginning of the plan year and the mortality table described in RR 2001-62.
2. The applicable segment rates for the November before the beginning of the plan year and applicable mortality table described in IRC section 417(e)(3).

55% qualified joint and survivor annuity;

95% adjusted 0.5% for each full year the spouse's age differs from the employee's age by more than 5 years.

Other:

5.00% interest rate and UP-1984 mortality.

## **Employee Contributions**

They are not required or permitted.

## **Substantive Commitments**

No substantive commitments other than the above plan provisions have been included in this valuation.

## **Changes in Plan Provisions Since Last Actuarial Valuation**

None.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Franklin Union**

### **Plan Sponsor**

MAHLE Industries, Incorporated

### **Former Plan**

MAHLE – UAW Pension Plan for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky

### **Effective Date and Most Recent Amendment**

The plan was originally effective January 1, 1999 and later amended and restated effective January 25, 2004 and further amended effective January 1, 2012.

### **Plan Year**

The twelve-month period ending December 31.

### **Coverage and Participation**

All employees working for the Company at the Cast Iron Plant in Franklin, Kentucky, who are covered by the collective bargaining agreement between the Company and the Union (UAW Local 2370).

### **Credited Service**

Prior to February 7, 1997: As earned under the SPX Franklin Plan.

On or after February 7, 1997 and on or before December 31, 1998: Each year during which any employee completed 1,000 hours of service under the Savings Plan.

On or after January 1, 1989: Employee will receive 1/12 of a year for each month the employee is on the active payroll and has at least one hour of service.

### **Vesting Service**

All service with the Corporation.

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EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
Valuation Date: January 1, 2013

# **SCHEDULE SB ATTACHMENTS**

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## **Accrued Benefit**

Monthly accrued benefit is the product of \$19.00 and years of credited service less the product of \$10.00 and years of credited service earned prior to January 1, 1999.

## **Normal Retirement Benefit**

Eligibility: Age 65.

Benefit: Accrued benefit determined at normal retirement date.

## **Late Retirement Benefit**

Eligibility: Retirement after normal retirement date.

Monthly Benefit: Accrued benefit determined at the date of postponed retirement (actuarially increased after April 1<sup>st</sup> of calendar year following attainment of age 70.5, while benefits suspended).

## **Early Retirement Benefit**

Eligibility: Age 60 and 10 years of credited service.

Monthly Benefit: Accrued benefit determined at early retirement, reduced by 0.5% per month for commencement prior to age 62. After age 62, an unreduced benefit is payable (i.e., benefit "pops up" to an unreduced benefit at age 62).

Special Early Retirement: Effective May 1, 2001, if an employee is eligible for early retirement, he will receive a temporary benefit of \$400 per month, until he attains age 62.

## **Disability Benefit**

There are no explicit disability benefits provided under this plan. Employees who terminate employment may receive early retirement or vested termination benefits, if eligible.

## **Vested Benefits Upon Termination of Service**

Eligibility: 5 years of vesting service.

Benefit Payable at Normal Retirement Date: Accrued benefit at date of termination.

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Early Commencement of Benefit: Eligible after attaining age 60 and completing 10 years of credited service. Accrued benefit is reduced by 0.5% per month for commencement prior to the normal retirement date.

## **Medicare Part B Benefit**

Eligibility: Retiree or surviving spouse receiving benefits following normal, early or late (but not deferred vested) retirement, who is age 65 or over or otherwise eligible for Medicare Part B.

Monthly Benefit: Effective on or after January 1, 2003, \$60.00 per month after age 65, or earlier eligibility for Medicare Part B.

## **Pre-Retirement Death Benefits**

Eligibility: Former and active vested employees and retirees who have elected the normal form of the survivor benefit and who have been married at least one year.

Amount of Benefit:

### **1. Active Vested and Terminated Vested Employees Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 60% of the accrued benefit the employee would have received had he retired the day before his death. Benefit payment begins on the first day of the month following the date of death.

### **2. Active Vested and Terminated Vested Employees Not Eligible for Early or Normal Retirement:**

Monthly survivor benefit shall be equal to 50% for which the employee would have been entitled had he terminated on the earlier of his termination date or date of death, survived to early retirement date and had begun receiving benefits that day, and died the next day. Benefit payment begins on early retirement date.

### **3. Retired Employees:**

Monthly survivor benefit shall be equal to 60% for which retiree was eligible. Benefit payment begins on the first day of the month following the date of death.

Reduction: An employee who elects the survivor's benefit receives 90% of accrued benefit during his lifetime in order to provide for the surviving spouse. This percentage (90%) shall be reduced 0.5% for each year that the spouse's age is younger than the employee's age by more than 10 years.

Duplication Clause: Survivor benefit not payable concurrently with group insurance transition or bridge benefits.

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# SCHEDULE SB ATTACHMENTS

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## Normal Form of Retirement Income

Single Employees and Employees Married Less than One Year: Life annuity.

All Others: 90% of the retirement income payable to the employee during his lifetime (adjusted if the spouse's age differs more than 10 years from the employee's) with 60% of such reduced amount payable to his surviving spouse after his death. If the QJSA is in effect and the spouse predeceases the retiree the basic pension benefit shall be restored to the amount payable without the QJSA election on the first day of the 3rd month after the Company receives evidence of the spouse's death.

## Optional Forms of Retirement Income in Lieu of Normal Form

1. Life only
2. 60% joint and survivor and 75% joint and survivor.
3. Lump sum is automatically payable if amount is less than \$1,000. Lump sums between \$1,000 and \$5,000 are payable upon the participants' election, with spousal consent.
4. Lump sums in excess of \$5,000 are available to active employees who are terminated due to the plant closing, as described below.

## Actuarial Equivalence

Lump Sum:

Participant shall receive the larger of the benefits calculated using the following actuarial factors:

1. The applicable segment rates for the November before the beginning of the plan year and the mortality table described in RR 2001-62.
2. The applicable segment rates for the November before the beginning of the plan year and applicable mortality table described in IRC section 417(e)(3).

Others: 7.00% interest rate and Applicable Mortality Table (RR 2001-62).

## Plant Closing Optional Lump Sums

Employees who terminate employment due to the plant closure occurring in late 2010 through late 2011 are eligible to elect a special lump sum payment upon termination equal to the value of their accrued benefit, including all early retirement subsidies and the value of their Medicare Part B Benefit, if eligible. The lump sums are calculated using the applicable segment rates for the November before the beginning of the plan

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## **SCHEDULE SB ATTACHMENTS**

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year and the applicable mortality tables described in IRC Section 417(e)(3). Lump sums may not decrease below the de minimus lump sum amounts otherwise payable under the plan.

### **Employee Contributions**

Employee contributions are not required or permitted.

### **Substantive Commitments**

No substantive commitments other than the above plan provisions have been included in this valuation.

### **Changes in Plan Provisions Since Last Actuarial Valuation**

None.

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
EIN / PN: 58-2431334 / 001  
Plan Sponsor: MAHLE Industries, Incorporated  
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# SCHEDULE SB ATTACHMENTS

## Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2013

| Attained Age | Years of Credited Service |            |        |            |        |            |          |            |          |            |          |            |          |            |
|--------------|---------------------------|------------|--------|------------|--------|------------|----------|------------|----------|------------|----------|------------|----------|------------|
|              | Under 1                   |            | 1 to 4 |            | 5 to 9 |            | 10 to 14 |            | 15 to 19 |            | 20 to 24 |            | 25 to 29 |            |
|              | No.                       | Avg. Comp. | No.    | Avg. Comp. | No.    | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. | No.      | Avg. Comp. |
| Under 25     | 0                         |            | 0      |            | 0      |            | 0        |            | 0        |            | 0        |            | 0        |            |
| 25 - 29      | 0                         |            | 0      |            | 1      |            | 1        |            | 0        |            | 0        |            | 0        |            |
| 30 - 34      | 0                         |            | 0      |            | 13     |            | 19       |            | 5        |            | 0        |            | 0        |            |
| 35 - 39      | 0                         |            | 3      |            | 13     |            | 28       |            | 44       |            | 4        |            | 0        |            |
| 40 - 44      | 0                         |            | 2      |            | 15     |            | 43       |            | 52       |            | 17       |            | 11       |            |
| 45 - 49      | 0                         |            | 0      |            | 11     |            | 21       |            | 39       |            | 34       |            | 50       |            |
| 50 - 54      | 0                         |            | 0      |            | 6      |            | 14       |            | 28       |            | 18       |            | 50       |            |
| 55 - 59      | 0                         |            | 3      |            | 3      |            | 19       |            | 12       |            | 10       |            | 25       |            |
| 60 - 64      | 0                         |            | 0      |            | 1      |            | 14       |            | 5        |            | 5        |            | 17       |            |
| 65 - 69      | 0                         |            | 0      |            | 0      |            | 2        |            | 2        |            | 1        |            | 2        |            |
| 70 & Over    | 0                         |            | 0      |            | 0      |            | 0        |            | 0        |            | 0        |            | 0        |            |

Plan Name: MAHLE Industries, Incorporated Retirement Plan  
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# MAHLE Industries, Inc. Retirement Plan

## Statement of Net Assets Available for Benefits

|                                          | December 31,<br>2013 | December 31,<br>2012  |
|------------------------------------------|----------------------|-----------------------|
| <b>Assets</b>                            |                      |                       |
| Investments:                             |                      |                       |
| Interest-bearing cash                    | \$ 1,047,645         | \$ 416,434            |
| Registered investment companies          | 18,533,091           | 35,460,399            |
| Pooled separate account                  | 1,189,836            | 5,160,838             |
| U.S. government securities               | 13,952,103           | 6,980,864             |
| Corporate debt securities                | 46,952,767           | 46,890,857            |
| Other debt securities                    | 5,940,882            | 3,227,608             |
| Limited partnership                      | 10,230,202           | 9,390,019             |
| Hedge fund                               | -                    | 7,982,885             |
| Total investments                        | 97,846,526           | 115,509,904           |
| Accrued interest and dividends           | 720,239              | 629,217               |
| <b>Net Assets Available for Benefits</b> | <b>\$ 98,566,765</b> | <b>\$ 116,139,121</b> |

# MAHLE Industries, Inc. Retirement Plan

## Statement of Changes in Net Assets Available for Benefits

|                                                            | Year Ended           |                       |
|------------------------------------------------------------|----------------------|-----------------------|
|                                                            | December 31,<br>2013 | December 31,<br>2012  |
| <b>Additions to Net Assets</b>                             |                      |                       |
| Contributions - Employer                                   | \$ 5,015,945         | \$ 6,095,187          |
| Investment income:                                         |                      |                       |
| Interest and dividends                                     | 3,651,520            | 3,571,710             |
| Net realized and unrealized gains (losses) on investments: |                      |                       |
| Registered investment companies                            | 719,262              | 2,218,214             |
| U.S. government securities                                 | (404,025)            | 801,865               |
| Corporate debt securities                                  | (4,461,700)          | 2,004,124             |
| Other debt securities                                      | (293,801)            | 275,537               |
| Limited partnership                                        | 840,183              | 636,997               |
| Hedge fund                                                 | 51,306               | 83,308                |
| Net realized and unrealized (losses) gains                 | (3,548,775)          | 6,020,045             |
| Other investment income                                    | -                    | 17,443                |
| Total investment income                                    | 102,745              | 9,609,198             |
| Total additions                                            | 5,118,690            | 15,704,385            |
| <b>Deductions from Net Assets</b>                          |                      |                       |
| Benefits paid directly to participants or beneficiaries    | 21,487,300           | 5,880,689             |
| Administrative expenses                                    | 1,203,746            | 822,985               |
| Total deductions                                           | 22,691,046           | 6,703,674             |
| <b>Net (Decrease) Increase before Other Changes</b>        | (17,572,356)         | 9,000,711             |
| <b>Transfers In</b>                                        | -                    | 851,480               |
| <b>Net (Decrease) Increase</b>                             | (17,572,356)         | 9,852,191             |
| <b>Net Assets Available for Benefits</b>                   |                      |                       |
| Beginning of year                                          | 116,139,121          | 106,286,930           |
| End of year                                                | <u>\$ 98,566,765</u> | <u>\$ 116,139,121</u> |

# MAHLE Industries, Inc. Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description

The following description includes the provisions of MAHLE Industries, Inc. Retirement Plan (the "Plan") and provides only general information. The Plan includes participants that are covered under various plan provisions dependent upon their location. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

Effective January 1, 2012, the MAHLE-UAW Pension Agreement for Hourly Employees at the Perfect Circle Division Cast Iron Plant in Franklin, Kentucky (the Franklin Plan), merged into the Plan. As a result of the merger, all net assets and accumulated plan benefits were transferred to the Plan on January 1, 2012.

**General** - The Plan is a defined benefit plan covering eligible active and terminated employees of MAHLE Industries, Incorporated (the "Company"), as defined in the plan agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Eligibility and Vesting** - The Plan is frozen to new participants. Employees actively participating in the Plan at December 31, 2011 are generally eligible to continue participating. Participants are fully vested in their accrued benefits after five years of service.

**Pension Benefits** - Employees with five or more years of service are entitled to annual pension benefits beginning at normal retirement age 65 equal to a percentage, as specified in the Plan, of their final average annual compensation for each year of service up to 30 years, reduced by an amount the participant is or would be entitled to receive under the Social Security Act then in effect. The Plan permits early retirement at ages 55-64 and 10 years of service at a reduced benefit and allows participants to continue beyond the normal retirement age of 65.

If employees terminate before rendering five years of service, they forfeit the right to receive a benefit. If a participant becomes disabled before retirement but after completing five years of service, the participant will receive benefit payments at the time he or she would have reached normal retirement (or early retirement if elected) based on the participant's compensation for the calendar year preceding the disability.

**Death Benefits** - If an active or terminated employee dies prior to the commencement of benefits under the Plan, his or her beneficiary or estate will receive an automatic lump-sum payment if the deceased participant's accumulated benefit was not greater than \$5,000, or a monthly benefit equal to one-half of the amount that would have been payable to the participant as a 50 percent joint and survivor annuity based on the participant's years of service earned as of the date of death. Payments will commence on the deceased participant's normal retirement date or earliest retirement date at a reduced benefit, if elected.

# MAHLE Industries, Inc. Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description (Continued)

**Funding** - The Company's policy is to make contributions necessary to satisfy ERISA funding standards. Annual contributions meet the minimum funding requirements of ERISA.

**Contributions** - All contributions to the Plan are made by the Company. The Company contributes such amounts, as determined on an actuarial basis, to provide the Plan with assets sufficient to meet the projected benefits to be paid to plan participants. No participant contributions are permitted.

**Payment of Benefits** - Distributions are payable upon the retirement, death, disability, or termination of employment in the form of a lump-sum amount equal to the vested value of the participant's accumulated plan benefits if less than \$5,000 or in various installment annuities.

Effective September 2, 2013 through October 16, 2013, the Plan offered a lump-sum payout option to certain terminated vested participants and beneficiaries of the Plan.

**Party-in-Interest Transactions** - Certain plan assets are in investment funds managed by Massachusetts Mutual Life Insurance Company (MassMutual) and State Street Bank and Trust Company (State Street) or their affiliates. MassMutual and State Street are the custodians of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

### Note 2 - Summary of Significant Accounting Policies

**Investment Valuation and Income Recognition** - Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

**Benefit Payments** - Benefits are recorded when paid.

**Actuarial Present Value of Accumulated Plan Benefits** - Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. These include benefits expected to be paid to:

- a. Retired or terminated employees or their beneficiaries
- b. Beneficiaries of employees who have died
- c. Present employees or their beneficiaries

# MAHLE Industries, Inc. Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies (Continued)

Benefits are based on final average earnings, defined as the employees' highest average compensation during any five consecutive calendar years of credited service during their last 10 years of employment subject to an adjustment based upon the date of a participant's termination or elective freezing of active status in accordance with the Plan's provisions.

**Actuarial Assumptions** - The actuarial present value of accumulated plan benefits is determined by an actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation of the Plan at December 31, 2012, the date of the most recent valuation, are summarized as follows:

|                        |                                                                                                                                         |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Actuarial cost method  | - Traditional unit credit                                                                                                               |
| Discount rate          | - 4.5 percent per annum                                                                                                                 |
| Mortality basis        | - The RP-2000 Annuitant and Non-Annuitant Healthy Mortality Tables projected to 2015 using Scale AA for males and females, respectively |
| Assumed retirement age | - Various rates ranging from 8.0 percent at age 55 to 100 percent at age 70+                                                            |

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

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

# MAHLE Industries, Inc. Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies (Continued)

**Risks and Uncertainties** - Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. It is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the statement of net assets available for benefits.

**Reclassification** - Certain prior year amounts have been reclassified to conform to the current year presentation.

**Subsequent Events** - The financial statements and related disclosures include evaluation of events up through and including September 26, 2014, which is the date the financial statements were available to be issued.

### Note 3 - Unaudited Information

MassMutual and State Street hold the Plan's investments and execute all investment transactions. The investment balances and related investment income and losses included in the accompanying financial statements and supplemental schedules of assets held at end of year and reportable transactions are based solely on information provided by MassMutual and State Street.

Individually significant investments held at end of year are as follows:

|                                                              | 2013         | 2012         |
|--------------------------------------------------------------|--------------|--------------|
| Registered investment companies:                             |              |              |
| BlackRock Global Allocation Fund I                           | \$ 5,991,195 | \$ 5,607,361 |
| Ivy Asset Strategy Fund I                                    | 6,337,512    | 6,019,902    |
| PIMCO All Asset Fund Institutional                           | 6,204,384    | 6,375,900    |
| PIMCO Total Return Fund Institutional                        | -            | 17,457,236   |
| Blackstone Capital Partners Limited Partnership              | 10,230,202   | 9,390,020    |
| Permal Macro Holdings Class A                                | -            | 7,982,885    |
| U.S government securities - U.S. Treasury N/B 11/23<br>2.75% | 9,782,800    | -            |

# MAHLE Industries, Inc. Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

**Level 1** - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In estimating the fair value of Level 3 investments, plan management uses third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, plan management evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following valuation methodologies have been used to value the Plan's investments:

**Interest-bearing Cash** - These investments are valued at fair value based on their outstanding balances.

**Registered Investment Companies** - The registered investment companies are valued at closing quoted prices reported in active markets.

**Pooled Separate Account** - The pooled separate account is valued at net asset value per share (or its equivalent) of the fund, which is based on the fair value of the fund's underlying net assets.

# MAHLE Industries, Inc. Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Fair Value Measurements (Continued)

**U.S. Government, Corporate, and Other Debt Securities** - The U.S. government securities, corporate debt securities, and other debt securities are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures.

**Limited Partnership and Hedge Fund** - Investments in limited partnership and hedge fund investments are valued at net asset value per share (or its equivalent) of the funds based on audited financial statements of the funds, where available, with adjustments to account for partnership activity and other applicable valuation adjustments.

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

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

|                                                 | Level 1              | Level 2              | Level 3              | Balance at<br>December 31,<br>2013 |
|-------------------------------------------------|----------------------|----------------------|----------------------|------------------------------------|
| Interest-bearing cash - Short-term investment   | \$ -                 | \$ 1,047,645         | \$ -                 | \$ 1,047,645                       |
| Registered investment companies:                |                      |                      |                      |                                    |
| Equity investments                              | 12,328,707           | -                    | -                    | 12,328,707                         |
| Fixed-income investments                        | 6,204,384            | -                    | -                    | 6,204,384                          |
| Pooled separate account - Money market fund (1) | -                    | 1,189,836            | -                    | 1,189,836                          |
| U.S. government securities                      | -                    | 13,952,103           | -                    | 13,952,103                         |
| Corporate debt securities                       | -                    | 46,952,767           | -                    | 46,952,767                         |
| Other debt securities:                          |                      |                      |                      |                                    |
| Residential mortgage-backed securities          | -                    | 4,274,517            | -                    | 4,274,517                          |
| Commercial mortgage-backed securities           | -                    | 221,101              | -                    | 221,101                            |
| State government securities                     | -                    | 1,445,264            | -                    | 1,445,264                          |
| Limited partnership (2)                         | -                    | -                    | 10,230,202           | 10,230,202                         |
| <b>Total</b>                                    | <b>\$ 18,533,091</b> | <b>\$ 69,083,233</b> | <b>\$ 10,230,202</b> | <b>\$ 97,846,526</b>               |

# MAHLE Industries, Inc. Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Fair Value Measurements (Continued)

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

|                                                 | Level 1              | Level 2              | Level 3              | Balance at<br>December 31,<br>2012 |
|-------------------------------------------------|----------------------|----------------------|----------------------|------------------------------------|
| Interest-bearing cash - Short-term investment   | \$ -                 | \$ 416,434           | \$ -                 | \$ 416,434                         |
| Registered investment companies:                |                      |                      |                      |                                    |
| Equity investments                              | 11,627,263           | -                    | -                    | 11,627,263                         |
| Fixed-income investments                        | 23,833,136           | -                    | -                    | 23,833,136                         |
| Pooled separate account - Money market fund (1) | -                    | 5,160,838            | -                    | 5,160,838                          |
| U.S. government securities                      | -                    | 6,980,864            | -                    | 6,980,864                          |
| Corporate debt securities                       | -                    | 46,890,857           | -                    | 46,890,857                         |
| Other debt securities:                          |                      |                      |                      |                                    |
| Residential mortgage-backed securities          | -                    | 2,226,701            | -                    | 2,226,701                          |
| State government securities                     | -                    | 1,000,907            | -                    | 1,000,907                          |
| Limited partnership (2)                         | -                    | -                    | 9,390,019            | 9,390,019                          |
| Hedge fund (3)                                  | -                    | -                    | 7,982,885            | 7,982,885                          |
| <b>Total</b>                                    | <b>\$ 35,460,399</b> | <b>\$ 62,676,601</b> | <b>\$ 17,372,904</b> | <b>\$ 115,509,904</b>              |

- (1) This class is comprised of an investment fund that seeks to maximize current income to the extent consistent with liquidity and the preservation of capital by investing in a diversified portfolio of money market instruments. There were no unfunded commitments or redemption restrictions on the investment within this class.
- (2) This class is comprised of an investment in a limited partnership that invests in several different individual limited partnerships and investment funds employing a variety of investing strategies primarily including multi-category, credit-driven and equity strategies. Redemption restrictions on this investment include semiannual redemption periods with 95 days prior notice required. There were no unfunded commitments related to the investment within this class.
- (3) This class is comprised of an investment in a hedge fund that seeks long-term capital appreciation with moderate volatility and risk through investments with high-quality investment managers focusing primarily on global financial, currency, energy, metal, agriculture, and other commodities markets. The hedge fund invests primarily in various investment funds managed by other individual portfolio managers. Redemption restrictions on this investment include monthly redemption periods with redemption proceeds received 30 days after the redemption takes place. There were no unfunded commitments related to the investment within this class.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period.

# MAHLE Industries, Inc. Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Fair Value Measurements (Continued)

Changes in Level 3 assets measured at fair value on a recurring basis for the years ended December 31, 2013 and 2012 are as follows:

|                              | Limited<br>Partnership | Hedge Fund   |
|------------------------------|------------------------|--------------|
| Balance at January 1, 2013   | \$ 9,390,019           | \$ 7,982,885 |
| Purchases                    | -                      | 69,688       |
| Sales                        | -                      | (8,103,879)  |
| Total realized losses        | -                      | (97,098)     |
| Total unrealized gains       | 840,183                | 148,404      |
| Balance at December 31, 2013 | <u>\$ 10,230,202</u>   | <u>\$ -</u>  |

|                              | Limited<br>Partnership | Hedge Fund          |
|------------------------------|------------------------|---------------------|
| Balance at January 1, 2012   | \$ 8,753,022           | \$ 7,809,063        |
| Purchases                    | -                      | 90,514              |
| Total unrealized gains       | 636,997                | 83,308              |
| Balance at December 31, 2012 | <u>\$ 9,390,019</u>    | <u>\$ 7,982,885</u> |

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including accrued income. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to the short maturity of the instruments.

### Note 5 - Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by consulting actuaries. The calculations of the estimated present value of accumulated plan benefits attributable to participants in the Plan, which were made as of and for the year ended December 31, 2012, the most recent actuarial valuation date, are as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

|                                                   |               |
|---------------------------------------------------|---------------|
| Participants currently receiving benefit payments | \$ 67,378,350 |
| Other vested participants                         | 69,350,258    |

|                       |             |
|-----------------------|-------------|
| Total vested benefits | 136,728,608 |
|-----------------------|-------------|

|                    |         |
|--------------------|---------|
| Nonvested benefits | 741,552 |
|--------------------|---------|

|                           |                       |
|---------------------------|-----------------------|
| Total benefit obligations | <u>\$ 137,470,160</u> |
|---------------------------|-----------------------|

# MAHLE Industries, Inc. Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 5 - Accumulated Plan Benefits (Continued)

A summary of significant changes in the actuarial present value of accumulated plan benefits during the year ended December 31, 2012 is as follows:

|                                                                          |                       |
|--------------------------------------------------------------------------|-----------------------|
| Actuarial present value of accumulated plan benefits - Beginning of year | \$ 125,446,327        |
| Increase (decrease) during the year attributable to:                     |                       |
| Benefits accumulated                                                     | 2,564,839             |
| Increase for interest due to the decrease in the discount period         | 6,253,576             |
| Changes in actuarial assumptions                                         | 10,537,120            |
| Actuarial gains                                                          | (1,451,013)           |
| Benefits paid                                                            | <u>(5,880,689)</u>    |
| Net increase                                                             | 12,023,833            |
| Actuarial present value of accumulated plan benefits - End of year       | <u>\$ 137,470,160</u> |

The increase in the accumulated plan benefits related to changes in assumptions in 2012 is primarily the result of a change in the discount rate used in the actuarial valuation from 5.0 percent in 2011 to 4.5 percent in 2012 and a change in mortality tables.

### Note 6 - Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying 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 IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

# **MAHLE Industries, Inc. Retirement Plan**

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## **Notes to Financial Statements December 31, 2013 and 2012**

### **Note 7 - Plan Termination**

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee while other benefits may not be provided for at all.

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 001 December 31, 2013

| (a)(b)<br>Identity of Issuer        | (c)<br>Description of Investment                                        | (d)<br>Cost  | (e)<br>Current Value |
|-------------------------------------|-------------------------------------------------------------------------|--------------|----------------------|
| State Street Bank and Trust Company | Interest-bearing cash -<br>Short-term investment fund                   | \$ 1,047,645 | \$ 1,047,645         |
| State Street Bank and Trust Company | Registered investment companies:<br>BlackRock Global Allocation Fund I  | 5,785,820    | 5,991,195            |
|                                     | Ivy Asset Strategy Fund I                                               | 4,889,773    | 6,337,512            |
|                                     | PIMCO All Asset Fund Institutional                                      | 6,355,717    | 6,204,384            |
| MassMutual                          | Pooled separate account -<br>Premier Money Market Fund (Babson Capital) | 1,189,644    | 1,189,836            |
| State Street Bank and Trust Company | U.S. government securities:<br>U.S. Treasury N/B 02/43 3.125%           | 392,360      | 368,188              |
|                                     | U.S. Treasury N/B 05/43 2.875%                                          | 2,266,310    | 2,172,060            |
|                                     | U.S. Treasury N/B 08/43 3.625%                                          | 1,643,602    | 1,629,055            |
|                                     | U.S. Treasury N/B 11/23 2.75%                                           | 9,895,313    | 9,782,800            |
| State Street Bank and Trust Company | Corporate debt securities:<br>AT&T Inc. Sr Unsecured Bond 02/19 5.8%    | 347,014      | 338,176              |
|                                     | AT&T Inc. Sr Unsecured Bond 02/22 3%                                    | 595,271      | 560,579              |
|                                     | AT&T Inc. Sr Unsecured Bond 06/45 4.35%                                 | 363,362      | 300,539              |
|                                     | America Movil SAB de CV Company<br>Guaranteed Bond 03/40 6.125%         | 562,338      | 492,026              |
|                                     | Ameriprise Financial Inc. Sr Unsecured Bond<br>10/23 4%                 | 293,578      | 294,127              |
|                                     | Amgen Inc. Sr Unsecured Bond 03/40 5.75%                                | 602,465      | 541,062              |
|                                     | Apple Inc. Sr Unsecured Bond 05/23 2.4%                                 | 501,551      | 494,566              |
|                                     | BHP Billiton Fin. USA Ltd. Company<br>Guaranteed Bond 11/21 3.25%       | 373,431      | 357,865              |
|                                     | BP Capital Markets PLC Company Guaranteed<br>Bond 05/22 3.245%          | 598,865      | 567,017              |
|                                     | BP Capital Markets PLC Company Guaranteed<br>Bond 05/23 2.75%           | 335,066      | 333,282              |
|                                     | Bank of America Corp. Sr Unsecured Bond<br>07/20 5.625%                 | 481,940      | 531,360              |
|                                     | Bank of America Corp. Sr Unsecured Bond<br>01/21 5.875%                 | 487,590      | 534,466              |
|                                     | CR Bard Inc. Sr Unsecured Bond 01/21 4.4%                               | 472,403      | 433,214              |
|                                     | Berkshire Hathaway Fin. Company Guaranteed<br>Bond 01/21 4.25%          | 649,034      | 621,674              |
|                                     | Berkshire Hathaway Fin. Company Guaranteed<br>Bond 05/43 4.3%           | 582,991      | 531,360              |
|                                     | Berkshire Hathaway Inc. Sr Unsecured Bond<br>02/23 3%                   | 333,566      | 316,364              |
|                                     | Boeing Co. Sr Unsecured Bond 06/25 7.25%                                | 528,679      | 470,479              |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 001 December 31, 2013

| (a)(b)<br>Identity of Issuer                          | (c)<br>Description of Investment                                  | (d)<br>Cost | (e)<br>Current Value |
|-------------------------------------------------------|-------------------------------------------------------------------|-------------|----------------------|
| State Street Bank and<br>Trust Company<br>(Continued) | Corporate debt securities (Continued):                            |             |                      |
|                                                       | Burlington Resources Fin. Company<br>Guaranteed Bond 08/31 7.2%   | \$ 350,923  | \$ 317,488           |
|                                                       | CME Group Inc. Sr Unsecured 09/43 5.3%                            | 539,375     | 549,433              |
|                                                       | Chevron Corp. Sr Unsecured 06/23 3.191%                           | 586,655     | 585,570              |
|                                                       | Citigroup Commercial Mortgage CGCMT<br>2013 375P C 144A           | 375,084     | 343,922              |
|                                                       | Celgene Corp. Sr Unsecured Bond 08/43<br>5.25%                    | 297,441     | 302,466              |
|                                                       | Comcast Corp. Company Guaranteed Bond<br>01/23 2.85%              | 599,016     | 554,766              |
|                                                       | Comcast Corp. Company Guaranteed Bond<br>01/33 4.25%              | 553,836     | 557,352              |
|                                                       | Conoco Inc. Sr Unsecured Bond 04/29 6.95%                         | 217,066     | 215,115              |
|                                                       | DCP Midstream Operating Company<br>Guaranteed Bond 04/22 4.95%    | 227,869     | 223,320              |
|                                                       | DirecTV Holdings/Financing Company<br>Guaranteed Bond 03/42 5.15% | 471,979     | 431,088              |
|                                                       | EMC Corp. Sr Unsecured Bond 06/23 3.375%                          | 560,689     | 542,852              |
|                                                       | Ebay Inc. Sr Unsecured Bond 07/22 2.6%                            | 532,991     | 482,858              |
|                                                       | Energy Transfer Partners Sr Unsecured Bond<br>07/38 7.5%          | 139,342     | 140,794              |
|                                                       | Energy Transfer Partners Sr Unsecured Bond<br>02/42 6.5%          | 393,599     | 397,658              |
|                                                       | Exelon Generation Co. LLC Sr Unsecured<br>Bond 10/39 6.25%        | 460,461     | 374,954              |
|                                                       | FMR LLC Sr Unsecured Bond 144A 12/40<br>6.5%                      | 567,055     | 539,645              |
|                                                       | Franklin Resources Inc. Sr Unsecured Bond<br>09/22 2.8%           | 599,765     | 553,528              |
|                                                       | General Electric Capital Corp. Sr Unsecured<br>Bond 03/32 6.75%   | 599,828     | 612,963              |
|                                                       | General Electric Capital Corp. Sr Unsecured<br>Bond 09/20 4.375%  | 749,923     | 726,139              |
|                                                       | General Electric Capital Corp. Sr Unsecured<br>Bond 01/21 4.625%  | 434,032     | 436,180              |
|                                                       | Goldman Sachs Group Inc. Sr Unsecured Bond<br>03/20 5.375%        | 435,940     | 472,655              |
|                                                       | Goldman Sachs Group Inc. Sr Unsecured Bond<br>02/41 6.25%         | 316,774     | 357,244              |
|                                                       | Goldman Sachs Group Inc. Sr Unsecured Bond<br>07/21 5.25%         | 636,630     | 602,162              |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 001 December 31, 2013

| (a)(b)<br>Identity of Issuer                          | (c)<br>Description of Investment                                   | (d)<br>Cost | (e)<br>Current Value |
|-------------------------------------------------------|--------------------------------------------------------------------|-------------|----------------------|
| State Street Bank and<br>Trust Company<br>(Continued) | Corporate debt securities (Continued):                             |             |                      |
|                                                       | GS Mortgage Securities Trust GSMS 2013<br>GCI2 D 144A              | \$ 335,717  | \$ 300,520           |
|                                                       | Hasbro Inc. Sr Unsecured Bond 03/40 6.35%                          | 563,975     | 526,675              |
|                                                       | Hess Corp. Sr Unsecured Bond 08/31 7.3%                            | 309,508     | 282,113              |
|                                                       | HSBC Holdings PLC Subordinated Bond 06/38<br>6.8%                  | 229,488     | 254,641              |
|                                                       | Home Depot Inc. Sr Unsecured Bond 02/24<br>3.75%                   | 293,469     | 293,622              |
|                                                       | Intel Corp. Sr Unsecured Bond 12/42 4.25%                          | 555,219     | 552,381              |
|                                                       | JPMorgan Chase & Co. Sr Unsecured Bond<br>10/20 4.25%              | 324,325     | 328,612              |
|                                                       | JPMorgan Chase & Co. Sr Unsecured Bond<br>08/21 4.35%              | 503,011     | 500,612              |
|                                                       | JPMorgan Chase & Co. Sr Unsecured Bond<br>01/22 4.5%               | 614,353     | 602,906              |
|                                                       | JPMorgan Chase & Co. Sr Unsecured Bond<br>09/22 3.25%              | 278,863     | 268,330              |
|                                                       | JPMorgan Chase & Co. Subordinated Bond<br>08/43 5.625%             | 406,892     | 433,276              |
|                                                       | Johnson & Johnson Sr Unsecured Bond 07/38<br>5.85%                 | 387,706     | 327,835              |
|                                                       | Johnson (S.C.) & Son Inc. Sr Unsecured Bond<br>144A 09/40 4.8%     | 464,380     | 406,806              |
|                                                       | Kinder Morgan Energy Partners Sr Unsecured<br>Bond 09/22 3.95%     | 215,331     | 209,509              |
|                                                       | Eli Lilly & Co. Sr Unsecured Bond 03/37<br>5.55%                   | 544,706     | 510,351              |
|                                                       | Lowes Companies Inc. Sr Unsecured Bond<br>03/29 6.5%               | 733,219     | 687,909              |
|                                                       | Lowes Companies Inc. Sr Unsecured Bond<br>11/41 5.125%             | 526,447     | 488,519              |
|                                                       | Lowes Companies Inc. Sr Unsecured Bond<br>11/21 3.8%               | 562,744     | 538,182              |
|                                                       | Lowes Companies Inc. Sr Unsecured Bond<br>04/22 3.12%              | 388,103     | 373,311              |
|                                                       | Macy's Retail Holdings Inc. Company<br>Guaranteed Bond 07/24 6.65% | 517,705     | 496,865              |
|                                                       | Medtronic Inc. Sr Unsecured Bond 04/43 4%                          | 304,380     | 282,032              |
|                                                       | Medtronic Inc. Sr Unsecured Bond 04/23<br>2.75%                    | 369,389     | 342,246              |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 001 December 31, 2013

| (a)(b)<br>Identity of Issuer                          | (c)<br>Description of Investment                                    | (d)<br>Cost | (e)<br>Current Value |
|-------------------------------------------------------|---------------------------------------------------------------------|-------------|----------------------|
| State Street Bank and<br>Trust Company<br>(Continued) | Corporate debt securities (Continued):                              |             |                      |
|                                                       | Metlife Inc. Sr Unsecured Bond 11/43 4.875%                         | \$ 278,253  | \$ 274,803           |
|                                                       | Metlife Global Funding Secured Bond 144A<br>01/23 3%                | 614,820     | 559,014              |
|                                                       | Microsoft Corp. Sr Unsecured Bond 12/23<br>3.625%                   | 283,598     | 285,445              |
|                                                       | Morgan Stanley Sr Unsecured Bond 07/20<br>5.5%                      | 532,774     | 615,120              |
|                                                       | New York Life Insurance Subordinated Bond<br>144A 05/33 5.875%      | 564,622     | 503,815              |
|                                                       | Nexen Energy ULC Company Guaranteed<br>Bond 03/35 5.875%            | 210,226     | 213,594              |
|                                                       | Nike Inc. Sr Unsecured Bond 05/43 3.625%                            | 299,127     | 251,670              |
|                                                       | Northrop Grumman Corp. Sr Unsecured Bond<br>08/23 3.25%             | 189,940     | 186,550              |
|                                                       | Northrop Grumman Corp. Sr Unsecured Bond<br>06/43 4.75%             | 199,808     | 189,536              |
|                                                       | Northern Trust Corp. Subordinated Bond<br>10/25 3.95%               | 277,654     | 272,857              |
|                                                       | Omnicom Group Inc. Company Guaranteed<br>Bond 05/22 3.625%          | 499,830     | 484,200              |
|                                                       | Oneok Inc. Sr Unsecured Bond 02/22 4.25%                            | 639,362     | 578,555              |
|                                                       | Oracle Corp. Sr Unsecured Bond 04/38 6.5%                           | 271,902     | 268,037              |
|                                                       | Oracle Corp. Sr Unsecured Bond 07/23<br>3.625%                      | 292,339     | 292,631              |
|                                                       | Orange SA Sr Unsecured Bond 03/31 9%                                | 453,651     | 428,008              |
|                                                       | Pacificorp 1st Mortgage 10/37 6.25%                                 | 533,269     | 479,293              |
|                                                       | Pepsi Bottling Group Inc. Company<br>Guaranteed Bond 03/29 7%       | 492,511     | 440,727              |
|                                                       | Private Export Funding US Government<br>Guaranteed Bond 12/21 4.3%  | 842,625     | 760,452              |
|                                                       | Private Export Funding US Government<br>Guaranteed Bond 07/24 2.45% | 473,228     | 419,249              |
|                                                       | Protective Life Corp. Sr Unsecured Bond<br>10/39 8.45%              | 345,321     | 381,882              |
|                                                       | Raytheon Company Sr Unsecured Bond 08/27<br>7.2%                    | 301,932     | 269,689              |
|                                                       | Raytheon Company Sr Unsecured Bond 12/41<br>4.7%                    | 398,602     | 363,926              |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year (Continued)

Form 5500, Schedule H, Line 4i

EIN 58-2431334, Plan No. 001

December 31, 2013

| (a)(b)<br>Identity of Issuer                          | (c)<br>Description of Investment                                      | (d)<br>Cost | (e)<br>Current Value |
|-------------------------------------------------------|-----------------------------------------------------------------------|-------------|----------------------|
| State Street Bank and<br>Trust Company<br>(Continued) | Corporate debt securities (Continued):                                |             |                      |
|                                                       | Rio Tinto Fin. USA Ltd. Company Guaranteed<br>Bond 09/21 3.75%        | \$ 480,757  | \$ 454,320           |
|                                                       | Rockwell Collins Inc. Sr Unsecured Bond 12/23<br>3.7%                 | 144,579     | 143,145              |
|                                                       | Siemens Financieringsmat Company<br>Guaranteed Bond 144A 08/26 6.125% | 619,110     | 576,965              |
|                                                       | South Carolina Elec. & Gas 1st Mortgage 02/41<br>5.45%                | 699,618     | 632,600              |
|                                                       | Spectra Energy Partners Sr Unsecured Bond<br>03/24 4.75%              | 583,625     | 596,349              |
|                                                       | Starbucks Corp. Sr Unsecured Bond 10/23<br>3.85%                      | 294,894     | 296,723              |
|                                                       | Statoil ASA Company Guaranteed Bond 01/28<br>6.8%                     | 551,744     | 492,788              |
|                                                       | Statoil ASA Company Guaranteed Bond 05/43<br>3.95%                    | 294,587     | 258,036              |
|                                                       | Statoil ASA Company Guaranteed Bond 04/19<br>5.25%                    | 429,170     | 408,010              |
|                                                       | Teck Resources Limited Company Guaranteed<br>Bond 03/42 5.2%          | 425,199     | 375,105              |
|                                                       | Teva Pharm. Fin. IV BV Company Guaranteed<br>Bond 11/21 3.65%         | 364,457     | 353,095              |
|                                                       | Time Warner Inc. Company Guaranteed Bond<br>05/32 7.7%                | 399,281     | 372,351              |
|                                                       | Time Warner Inc. Company Guaranteed Bond<br>12/23 4.05%               | 144,564     | 144,577              |
|                                                       | Toledo Edison Company Sr Secured Bond<br>05/37 6.15%                  | 460,175     | 423,323              |
|                                                       | Toyota Motor Credit Corp. Sr Unsecured<br>Bond 01/22 3.3%             | 406,599     | 395,115              |
|                                                       | Trans Canada Pipelines Sr Unsecured Bond<br>01/39 7.625%              | 602,225     | 513,879              |
|                                                       | United Technologies Corp. Sr Unsecured Bond<br>06/42 4.5%             | 322,857     | 291,327              |
|                                                       | United Technologies Corp. Sr Unsecured Bond<br>06/22 3.1%             | 320,302     | 298,223              |
|                                                       | Valley National Bancorp Subordinated Bond<br>09/23 5.125%             | 186,091     | 182,467              |
|                                                       | Verizon Communications Sr Unsecured Bond<br>04/19 6.35%               | 664,228     | 634,711              |
|                                                       | Verizon Communications Sr Unsecured Bond<br>09/33 6.4%                | 577,525     | 621,065              |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 001 December 31, 2013

| (a)(b)<br>Identity of Issuer                          | (c)<br>Description of Investment                            | (d)<br>Cost | (e)<br>Current Value |
|-------------------------------------------------------|-------------------------------------------------------------|-------------|----------------------|
| State Street Bank and<br>Trust Company<br>(Continued) | Corporate debt securities (Continued):                      |             |                      |
|                                                       | Virginia Elec. & Power Co. Sr Unsecured Bond<br>11/37 6.35% | \$ 568,533  | \$ 500,187           |
|                                                       | Weatherford Bermuda Company Guaranteed<br>Bond 04/42 5.95%  | 292,059     | 290,563              |
|                                                       | Wellpoint Inc. Sr Unsecured Bond 08/21 3.7%                 | 329,395     | 318,816              |
|                                                       | Wellpoint Inc. Sr Unsecured Bond 01/23 3.3%                 | 390,823     | 363,952              |
|                                                       | Wells Fargo & Company Subordinated Bond<br>02/23 3.45%      | 265,866     | 264,723              |
|                                                       | Wells Fargo & Company Subordinated Bond<br>11/43 5.375%     | 587,083     | 599,046              |
|                                                       | Wyeth LLC Company Guaranteed Bond 02/24<br>6.45%            | 655,790     | 586,692              |
|                                                       | Other debt securities:                                      |             |                      |
|                                                       | California St. CAS 04/39 Fixed 7.55%                        | 411,658     | 400,976              |
| State Street Bank and<br>Trust Company                | CGRBS Commercial Mortgage Trust 03/23 1%                    | 358,954     | 326,126              |
|                                                       | CGRBS Comerica Mortgage Trust 03/23 1%                      | 345,966     | 308,440              |
|                                                       | Comerica Mortgage Trust COMM 2012 CR4 C<br>144A             | 326,931     | 327,197              |
|                                                       | Comerica Mortgage Trust COMM 2013 CR7<br>D 144A             | 499,570     | 446,680              |
|                                                       | Comerica Mortgage Trust COMM 2012 CR4<br>D 144A             | 242,422     | 221,101              |
|                                                       | DBUBS Mortgage Trust DBUBS 2011 LC1A C<br>144A              | 336,117     | 312,862              |
|                                                       | JP Morgan Chase Comerica Mortgage JPMCC<br>2011 C3 C 144A   | 417,753     | 392,388              |
|                                                       | JP Morgan Chase Comerica Mortgage JPMCC<br>2012 LC9 C 144A  | 409,786     | 385,872              |
|                                                       | JP Morgan Chase Comerica Mortgage JPMCC<br>2013 C13 C       | 369,635     | 379,902              |
|                                                       | Morgan Stanley BAML Trust MSBAM 2013 C7<br>B                | 185,391     | 169,067              |
|                                                       | Morgan Stanley Capital I Trust MSC 2012 C4 C<br>144A        | 520,917     | 540,728              |
|                                                       | New York NY NYC 12/36 Fixed 5.985%                          | 562,498     | 549,019              |
|                                                       | Pennsylvania St. PAS 02/26 Fixed 4.65%                      | 565,939     | 495,269              |
|                                                       | VNO Mortgage Trust VNDO 2012 6AVE B<br>144A                 | 450,998     | 408,665              |
|                                                       | WF RBS Commercial Mortgage Trust WFRBS<br>2012 C10 C        | 277,312     | 276,590              |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 001 December 31, 2013

| (a)(b)<br>Identity of Issuer           | (c)<br>Description of Investment                                            | (d)<br>Cost          | (e)<br>Current Value |
|----------------------------------------|-----------------------------------------------------------------------------|----------------------|----------------------|
| State Street Bank and<br>Trust Company | Limited partnership -<br>Blackstone Capital Partners Limited<br>Partnership | \$ 8,837,241         | \$ 10,230,202        |
|                                        | Total                                                                       | <u>\$ 97,826,149</u> | <u>\$ 97,846,526</u> |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Reportable Transactions Form 5500, Schedule H, Line 4j EIN 58-2431334, Plan No. 001 Year Ended December 31, 2013

| (a)<br>Identity of Party Involved                                                                                                                                                          | (b)<br>Description of Asset                                                  | (c)<br>Purchase Price | (d)<br>Selling Price | (g)<br>Cost of Asset | (h)<br>Current Value<br>of Asset on<br>Transaction<br>Date | (i)<br>Net Gain (Loss) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------|----------------------|----------------------|------------------------------------------------------------|------------------------|
| Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total Plan assets:                                                                       |                                                                              |                       |                      |                      |                                                            |                        |
| Mass Mutual                                                                                                                                                                                | Premier Money Market Fund (Babson Capital)                                   | \$ 8,103,878          | \$ -                 | \$ 8,103,878         | \$ 8,103,878                                               | \$ -                   |
| Mass Mutual                                                                                                                                                                                | Premier Money Market Fund (Babson Capital)                                   | 7,000,000             | -                    | 7,000,000            | 7,000,000                                                  | -                      |
| Mass Mutual                                                                                                                                                                                | Premier Money Market Fund (Babson Capital)                                   | -                     | 15,467,991           | 15,467,904           | 15,467,991                                                 | 87                     |
| State Street Bank and Trust Company                                                                                                                                                        | Permal Macro Holdings                                                        | -                     | 8,103,878            | 8,200,977            | 8,103,878                                                  | (97,099)               |
| State Street Bank and Trust Company                                                                                                                                                        | PIMCO Total Return Fund                                                      | -                     | 13,099,734           | 13,346,857           | 13,099,734                                                 | (247,123)              |
| State Street Bank and Trust Company                                                                                                                                                        | Short Term Investment Fund                                                   | 13,107,602            | -                    | 13,107,602           | 13,107,602                                                 | -                      |
| State Street Bank and Trust Company                                                                                                                                                        | Short Term Investment Fund                                                   | 8,128,292             | -                    | 8,128,292            | 8,128,292                                                  | -                      |
| State Street Bank and Trust Company                                                                                                                                                        | Short Term Investment Fund                                                   | -                     | 10,209,814           | 10,209,814           | 10,209,814                                                 | -                      |
| State Street Bank and Trust Company                                                                                                                                                        | Short Term Investment Fund                                                   | -                     | 8,103,878            | 8,103,878            | 8,103,878                                                  | -                      |
| State Street Bank and Trust Company                                                                                                                                                        | US Treasury N/B 11/23 2.75%                                                  | 9,895,313             | -                    | 9,895,313            | 9,895,313                                                  | -                      |
| Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total Plan assets |                                                                              |                       |                      |                      |                                                            |                        |
| Mass Mutual                                                                                                                                                                                | Premier Money Market Fund (Babson Capital):<br>Purchases - 35<br>Sales - 171 | 18,731,254            | -                    | 18,731,254           | 18,731,254                                                 | -                      |
|                                                                                                                                                                                            |                                                                              | -                     | 22,702,258           | 22,702,303           | 22,702,258                                                 | (45)                   |
| State Street Bank and Trust Company                                                                                                                                                        | Permal Macro Holdings:<br>Purchases - 3<br>Sales - 1                         | 69,688                | -                    | 69,688               | 69,688                                                     | -                      |
|                                                                                                                                                                                            |                                                                              | -                     | 8,103,879            | 8,200,977            | 8,103,879                                                  | (97,098)               |

# MAHLE Industries, Inc. Retirement Plan

## Schedule of Reportable Transactions (Continued) Form 5500, Schedule H, Line 4j EIN 58-2431334, Plan No. 001 Year Ended December 31, 2013

| (a)<br>Identity of Party Involved      | (b)<br>Description of Asset                                  | (c)<br>Purchase Price | (d)<br>Selling Price | (g)<br>Cost of Asset     | (h)<br>Current Value<br>of Asset on<br>Transaction<br>Date | (i)<br>Net Gain (Loss) |
|----------------------------------------|--------------------------------------------------------------|-----------------------|----------------------|--------------------------|------------------------------------------------------------|------------------------|
| State Street Bank and Trust<br>Company | PIMCO Total Return Fund:<br>Purchases - 11<br>Sales - 3      | \$ 381,688<br>-       | \$ -<br>17,099,734   | \$ 381,688<br>17,391,118 | \$ 381,688<br>17,099,734                                   | \$ -<br>(291,384)      |
| State Street Bank and Trust<br>Company | Short Term Investment Fund:<br>Purchases - 122<br>Sales - 56 | 41,708,413<br>-       | -<br>41,077,202      | 41,708,413<br>41,077,202 | 41,708,413<br>41,077,202                                   | -<br>-                 |
| State Street Bank and Trust<br>Company | U.S. Treasury N/B 11/23 2.75%:<br>Purchases - 2<br>Sales - 1 | 10,023,962<br>-       | -<br>128,776         | 10,023,962<br>128,649    | 10,023,962<br>128,776                                      | -<br>127               |

There were no Category (ii) or (iv) reportable transactions during the year.