

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

Part II	Basic Plan Information—enter all requested information								
1a Name of plan <u>MAHLE 401(K) ASSET ACCUMULATION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>10/01/1985</u>					
1b Three-digit plan number (PN) ▶	<u>004</u>								
1c Effective date of plan <u>10/01/1985</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MAHLE INDUSTRIES, INCORPORATED</u> <u>ONE MAHLE DRIVE</u> <u>P.O. BOX 748</u> <u>MORRISTOWN, TN 37815</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>58-2431334</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>423-317-3038</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>336300</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-2431334</u>		2c Sponsor's telephone number <u>423-317-3038</u>		2d Business code (see instructions) <u>336300</u>			
2b Employer Identification Number (EIN) <u>58-2431334</u>									
2c Sponsor's telephone number <u>423-317-3038</u>									
2d Business code (see instructions) <u>336300</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	FRANK KOHLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	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
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	3565
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	3092
b Retired or separated participants receiving benefits		6b	14
c Other retired or separated participants entitled to future benefits		6c	475
d Subtotal. Add lines 6a , 6b , and 6c		6d	3581
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	3581
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	3183
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2J 2F 2G 2K 3D 3H 2S 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan MAHLE 401(K) ASSET ACCUMULATION PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 MAHLE INDUSTRIES, INCORPORATED	D Employer Identification Number (EIN) 58-2431334

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions 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.
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1 Coverage Information:

(a) Name of insurance carrier 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	SF 51587	3581	01/01/2013	12/31/2013

2 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.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) 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	

(a) 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	

(a) 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	

(a) 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	

(a) 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	

(a) 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	

(a) 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	

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.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	107070297

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

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d 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. Specify nature of costs ▶	6d	

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 ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	53630588
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c Additions: (1) Contributions deposited during the year	7c(1)	13138090
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	1546367
(4) Transferred from separate account	7c(4)	0
(5) Other (specify below)	7c(5)	3871840

▶ LN INT, LN PRIN, LOAN DEFAULT, LOAN

(6) Total additions	7c(6)	18556297
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d Total of balance and additions (add lines 7b and 7c(6))	7d	72186885
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	3950339
(2) Administration charge made by carrier	7e(2)	21459
(3) Transferred to separate account	7e(3)	13607098
(4) Other (specify below)	7e(4)	1216103

▶ LN DISTRIB

(5) Total deductions	7e(5)	18794999
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	53391886
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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:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
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.....	10b	

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. ▶

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

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

A Name of plan MAHLE 401(K) ASSET ACCUMULATION PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 MAHLE INDUSTRIES, INCORPORATED	D Employer Identification Number (EIN) 58-2431334	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-1590850

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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)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 60 63 64 67 68 72	CONTRACT ADMINISTRATOR	75906	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

NFP SECURITIES, INC.

74-2794194

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	41927	Yes ☐ No ☒

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

ERNST & YOUNG, LLP

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	0	Yes ☒ No ☐	Yes ☐ No ☒	35471	Yes ☐ No ☒

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

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

HELEN CLEVELAND, PC

11-3672269

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	LEGAL COUNCIL	0	Yes ☒ No ☐	Yes ☐ No ☒	13319	Yes ☐ No ☒

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 38	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	7836	Yes ☐ No ☒

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
SMALL CAP VALUE II COLUMBIA 01-0656226	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
RETIRESMART 2010 03-0532456	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
RETIRESMART IN RETIREMENT 03-0532464	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 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.	
RETIRESMART 2020	BASIS POINTS * PLAN ASSETS	
03-0532467		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 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.	
RETIRESMART 2030	BASIS POINTS * PLAN ASSETS	
03-0532468		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52 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.	
RETIRESMART 2040	BASIS POINTS * PLAN ASSETS	
03-0532471		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	67	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.
SAGIC 51587 04-1590850	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (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 04-3212059	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (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 CORE BOND BABSON 04-3277549	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation		
MM S & P 500 INDEX NORTHERN TRUST	BASIS POINTS * PLAN ASSETS	
04-3410047		
(a) Enter service provider name as it appears on line 2		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation		
SEL SM CP GR W & R/LLNGTN/TMBRLN	BASIS POINTS * PLAN ASSETS	
04-3464205		
(a) Enter service provider name as it appears on line 2		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation		
SELECT MID CAP GR II TRP/FRONTIER	BASIS POINTS * PLAN ASSETS	
04-3512596		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation SEL OVERSEAS MFS/HARRIS/JPMORGAN 04-3557000		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
(a) Enter service provider name as it appears on line 2 MASSACHUSETTS MUTUAL LIFE INS. CO.		
(b) Service Codes (see instructions) 72		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation SELECT FUNDAMENTAL VAL WELLINGTON 04-3584138		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
(a) Enter service provider name as it appears on line 2 MASSACHUSETTS MUTUAL LIFE INS. CO.		
(b) Service Codes (see instructions) 72		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation SEL SMCVAL FED CLOV/TRP/ERNST 04-3584140		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
RETIRESMART 2050 26-1345332	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ULTRA AMERICAN CENTURY 43-1607635	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
IVY FUNDS ASSET STRATEGIES 48-1112076	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation PREMIER GLOBAL OFI 51-0529334		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation GROWTH AMERICA AMERICAN 52-0792143		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation GLOBAL STRATEGIC INCOME OFI 84-1120195		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INTERNATIONAL BOND OF 84-1308320	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MID CAP VALUE PERKINS 84-1458637	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NEW WORLD AMERICAN 95-4727424	BASIS POINTS * PLAN ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EUROPACIFIC GROWTH AMERICAN 95-6810128	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NFP SECURITIES, INC.	27	41927
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ERNST & YOUNG, LLP	10	35471
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HELEN CLEVELAND, PC	29	13319

(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.
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	15 38	7836

(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.
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation: BUSINESS DECISION

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>MAHLE 401(K) ASSET ACCUMULATION PLAN</u>	B Three-digit plan number (PN)	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-CW INTERNATIONAL BOND</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>90-0342299-008</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>932088</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-E PREMIER CORE BOND</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-041</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6033302</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-GW GROWTH AMERICA</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-418</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16105054</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-H5 RETIRESMART 2050</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>90-0342299-085</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1881162</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-J1 RETIRESMART IN RETIREMENT</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-253</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>331525</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-J6 RETIRESMART 2010</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-258</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1468885</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-K1 RETIRESMART 2020</u>				
b Name of sponsor of entity listed in (a): <u>MASSACHUSETTS MUTUAL LIFE INSURANCE</u>				
c EIN-PN <u>04-1590850-262</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7589370</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-K6 RETIRESMART 2030			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-266	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8816373
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KR EUROPACIFIC GROWTH			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-416	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	669020
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M1 RETIRESMART 2040			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-270	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4725297
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ND PREMIER GLOBAL			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-079	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6863102
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PC SMALL CAP VALUE II			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 90-0342299-089	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1941779
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PX NEW WORLD			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 90-0342299-109	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	833872
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SC SEL SM CP GR			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-105	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	7306995
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SH SEL OVERSEAS			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-166	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	5419623
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SK SELECT FUNDAMENTAL VAL			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-174	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	10877599
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SY SEL SMCIVAL			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-171	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2301065

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-T8 GLOBAL STRATEGIC INCOME**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-348	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 682829
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-TI MID CAP VALUE**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-017	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2461546
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WF SELECT MID CAP GR II**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-126	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7465831
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YG PREMIER MONEY MARKET**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-139	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ZX MM S & P 500 INDEX**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-189	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12363953
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>MAHLE 401(K) ASSET ACCUMULATION PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	4118244	4697451
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	79322575	107070297
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1618944	1961579
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	57171606	53391886
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	142231369	167121213

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	142231369	167121213
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4043510	
(B) Participants	2a(1)(B)	9094581	
(C) Others (including rollovers)	2a(1)(C)	1283518	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		14421609

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	140339	
(F) Other	2b(1)(F)	1534850	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1675189

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	17457	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		17457

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	596364	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	518194	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		78170

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-3541002	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-3541002

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		21606193
(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)		242720
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		34500336

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9482029	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		9482029
f Corrective distributions (see instructions)	2f		21159
g Certain deemed distributions of participant loans (see instructions)	2g		31398
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	75656	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	250	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		75906
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9610492

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		24889844
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.)

	Yes	No	Amount
4a	X		58

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
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>MAHLE 401(K) ASSET ACCUMULATION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MAHLE INDUSTRIES, INCORPORATED</u>	D Employer Identification Number (EIN) <u>58-2431334</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MAHLE 401(k) Asset Accumulation Plan

Financial Report
December 31, 2013

MAHLE 401(k) Asset Accumulation Plan

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Independent Auditor's Report

To the Plan Administrator
MAHLE 401(k) Asset Accumulation Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of MAHLE 401(k) Asset Accumulation Plan (the "Plan"), which comprise the statement of net assets available for benefits - modified cash basis as of December 31, 2013 and the related statement of changes in net assets available for benefits - modified cash basis 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 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 participant notes receivable and execute related transactions. The plan administrator has obtained certifications from the Custodians as of and for the year ended December 31, 2013 that the information provided to the plan administrator by MassMutual, including information provided on behalf of State Street, is complete and accurate.

To the Plan Administrator
MAHLE 401(k) Asset Accumulation 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.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on a modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The modified cash basis supplemental schedules of assets held at end of year as of December 31, 2013 and delinquent participant contributions 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 401(k) Asset Accumulation Plan as of and for the year ended December 31, 2012 were audited by other auditors, whose report dated October 4, 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

MAHLE 401(k) Asset Accumulation Plan

Statement of Net Assets Available for Benefits - Modified Cash Basis

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Registered investment companies	\$ 1,961,579	\$ 1,618,944
Pooled separate accounts	107,070,297	79,322,575
Unallocated contract	54,330,900	57,171,606
Total participant-directed investments	163,362,776	138,113,125
Participant notes receivable	4,697,451	4,118,244
Net Assets Reflecting All Investments at Fair Value	168,060,227	142,231,369
Adjustments from Fair Value to Contract Value for Fully Benefit-responsive Investment Contracts	(939,014)	(3,541,018)
Net Assets Available for Benefits	\$ 167,121,213	\$ 138,690,351

MAHLE 401(k) Asset Accumulation Plan

Statement of Changes in Net Assets Available for Benefits - Modified Cash Basis

	Year Ended	
	December 31, 2013	December 31, 2012
Additions to Net Assets		
Contributions:		
Employee	\$ 9,094,581	\$ 8,303,058
Employer	4,043,510	3,696,453
Rollovers	1,283,518	1,821,435
Total contributions	14,421,609	13,820,946
Investment income:		
Interest and dividends	1,552,307	1,655,213
Net realized and unrealized gains on investments:		
Registered investment companies	320,906	205,191
Pooled separate accounts	21,606,193	10,758,793
Net realized and unrealized gains	21,927,099	10,963,984
Total investment income	23,479,406	12,619,197
Interest from participant notes receivable	140,339	137,402
Total additions	38,041,354	26,577,545
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	9,534,586	7,871,865
Administrative expenses	75,906	64,994
Total deductions	9,610,492	7,936,859
Net Increase	28,430,862	18,640,686
Net Assets Available for Benefits		
Beginning of year	138,690,351	120,049,665
End of year	<u>\$ 167,121,213</u>	<u>\$ 138,690,351</u>

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of MAHLE 401(k) Asset Accumulation Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution employee benefit plan established by MAHLE Industries, Incorporated under the provisions of Section 401(a) of the Internal Revenue Code (the "Code"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the Code, for the benefit of eligible employees of MAHLE Industries, Incorporated and MAHLE Motorsports, Inc. (collectively, the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility - All employees of the Company who have completed three months of service are eligible to participate in the Plan. Employees hired after January 1, 2008 are automatically enrolled in the Plan once they have attained three months of service.

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 75 percent of the eligible compensation subject to maximum tax deferred limitations established by the Code. If automatically enrolled, a participant's deferral is set at 4 percent of eligible compensation until changed by the participant. For any employee hired on or after January 1, 2012, the automatic deferral increases by 1 percent annually not to exceed 10 percent of eligible compensation. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan. The Company remitted certain employee deferrals to the Plan after the Department of Labor's required timeframe. A contribution of lost earnings will be made to the Plan subsequent to year end.

Depending upon the employee's hire date, the Plan provides for employer matching contributions of 100 percent of the participant's contribution not to exceed 3.5 percent of eligible compensation or 50 percent of the participant's contribution not to exceed 3.0 percent of eligible compensation. All contributions are subject to limitations of the Code.

Effective January 1, 2014, the plan document was amended to adopt provisions for safe harbor contributions, which provide for employer matching contributions of 100 percent of the participant's contributions up to 3 percent of eligible compensation, plus 50 percent of the next 3 percent of eligible compensation. For employees hired on or after January 1, 2014, the safe harbor matching contributions will be subject to a two-year vesting schedule.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Participant Accounts - Each participant's account is credited with the participant contribution and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Vesting - Participant contributions, the employer matching contribution, and related earnings are fully vested at all times and are not subject to forfeiture for any reason.

Benefit Payments - Upon termination of employment or disability, the participant or, in the case of death, the beneficiary, can elect to receive the participant's account balance in a single lump sum, in various installment annuities, or a combination of the two. Account balances \$5,000 or less are paid in a single lump sum upon termination. In-service distributions can be received while a participant is still actively employed if the participant has either reached age 59 1/2 or experienced a hardship.

Hardship Withdrawals - Participants may request that all or a portion of their account be distributed in the case of severe financial hardship, as defined in the plan document. The Company must approve any such hardship withdrawals.

Participant Notes Receivable - Participants may borrow from their accounts the lesser of \$50,000 minus the participant's highest outstanding loan balance during the preceding 12 months or 50 percent of the participant's vested account balance with a minimum loan amount of \$500. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate.

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan agreement and ERISA. Upon termination of the Plan, the full value of each participant's account will immediately become distributable to the participant.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Massachusetts Mutual Life Insurance Company (MassMutual) or its affiliates. MassMutual is a custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation - The Plan prepares its financial statements on the modified cash basis of accounting. Revenue is recorded when received, rather than when earned, expenses are recorded when paid, rather than when the obligation is incurred, and investments are recognized at fair value. Accordingly, the financial statements are not intended to be in conformity with accounting principles generally accepted in the United States of America.

Basis of Accounting - Accounting standards require the statement of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The related activity is presented at contract value in the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value, except for the unallocated contract which is stated at contract 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 received. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Company.

Use of Estimates - The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain amounts and disclosures at the date of the financial statements and during the reporting period. Accordingly, actual results may differ from those estimates.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

Reclassification - Certain 2012 amounts have been reclassified to conform to the 2013 presentation.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

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

Massachusetts Mutual Life Insurance Company (MassMutual) and State Street Bank and Trust Company (State Street) hold the Plan's investments and participant notes receivable and execute all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by Massachusetts Mutual Life Insurance Company, including information provided on behalf of State Street.

Investments that exceed 5 percent of end of year net assets are as follows:

	2013	2012
Pooled separate accounts - At fair value:		
Select Wellington Fundamental Value Fund	\$ 10,877,599	\$ 7,903,860
American Funds Growth Fund of America R4	16,105,054	12,310,688
MM S&P 500 Index Fund (f.k.a. Select Indexed Equity)	12,363,953	9,005,741
RetireSMART 2030 Fund	8,816,374	6,353,377
Unallocated contract - Mass Mutual Guaranteed Interest Account - At contract value	53,391,886	53,630,588

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.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Fair Value Measurements (Continued)

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.

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:

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

Pooled Separate Accounts - The pooled separate accounts are valued at net asset value per share (or its equivalent) of the funds, which is based on the fair value of the funds' underlying net assets.

Unallocated Contract - The fully benefit-responsive insurance contract is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the unallocated contract is based on contract value adjusted for certain contractual provisions.

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 December 31, 2013
Registered investment companies - Equity investments	\$ 1,961,579	\$ -	\$ -	\$ 1,961,579
Pooled separate accounts				
U.S. equity investments (1)	-	62,326,739	-	62,326,739
Non-U.S. equity investments (2)	-	12,282,725	-	12,282,725
Fixed-income investments (3)	-	7,648,219	-	7,648,219
Retirement year-based investments (4)	-	24,812,614	-	24,812,614
Unallocated contract - Mass Mutual Guaranteed Interest Account	-	54,330,900	-	54,330,900
Total	\$ 1,961,579	\$ 161,401,197	\$ -	\$ 163,362,776

MAHLE 401(k) Asset Accumulation 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 December 31, 2012
Registered investment companies - Equity investments	\$ 1,618,944	\$ -	\$ -	\$ 1,618,944
Pooled separate accounts				
U.S. equity investments (1)	-	44,726,601	-	44,726,601
Non-U.S. equity investments (2)	-	9,582,133	-	9,582,133
Fixed-income investments (3)	-	7,876,004	-	7,876,004
Retirement year-based investments (4)	-	17,137,837	-	17,137,837
Unallocated contract - Mass Mutual Guaranteed Interest Account	-	57,171,606	-	57,171,606
Total	<u>\$ 1,618,944</u>	<u>\$ 136,494,181</u>	<u>\$ -</u>	<u>\$ 138,113,125</u>

- (1) This class contains investments that primarily invest in U.S. stocks with varying investment strategies. These investment strategies include approximating as closely as practicable the capitalization-weighted total rate of return of that portion of U.S. market for publicly traded common stocks composed of larger-capitalized companies, seeking growth of capital through investing in companies that appear to offer superior opportunities for growth of capital, seeking the growth of capital through investing in equity securities of issuers that the fund advisor believes are undervalued, and funds that seek to achieve as high a total rate of return on an annual basis as is considered consistent with prudent investment risk and the preservation of capital.
- (2) This class contains investments that primarily invest in non-U.S. stocks with varying investment strategies. These investment strategies include seeking long-term capital appreciation through investments in developed markets and seeking growth of capital over the long term by investing in foreign equity securities.
- (3) This class contains investments that seek to achieve a high total rate of return consistent with prudent investment risk and preservation of capital by investing in a diversified portfolio of investment grade fixed-income securities.
- (4) This class contains investments that primarily invest in a combination of domestic and international mutual funds. Its assets are allocated among underlying funds according to a target asset allocation strategy that emphasizes fixed income, money market, equity, and other funds. The investments seek to achieve a high total rate of return on an annual basis as is considered consistent with prudent investment risk and the preservation of capital.

There were no unfunded commitments or redemption restrictions on the investments described above.

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

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Investment Contract

The Plan has a benefit-responsive investment contract with MassMutual. MassMutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. MassMutual is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Under the contract, a crediting rate is established for a six-month period of time (a "Rate Period") and all assets invested in the contract are credited with that rate. At the expiration of each Rate Period, a new crediting rate is declared. MassMutual assumes market, credit, and interest rate risks for the assets supporting the contract. MassMutual resets interest credit rates semiannually. When establishing interest credit rates for this product, MassMutual considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within MassMutual's general account. The minimum crediting rate under the contract is 0.0 percent.

Certain events may limit the ability of the Plan to transact at contract value. Such events include, but may not be limited to, the following: (1) the complete or partial termination of the Plan; (2) the establishment or activation of, or material change in, any Plan investment fund, or an amendment to the Plan or a change in the administration or operation of the Plan, including the removal of a group of employees from the Plan coverage as a result of the sale or liquidation of a subsidiary or division or as a result of group layoffs or early retirement programs. The contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

As described in Note 4, because the investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of net assets attributable to the unallocated contract. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

	December 31, 2013	December 31, 2012
Average yields:		
Based on actual earnings	(1.94)%	5.02 %
Based on interest rate credited to participants	2.85 %	2.95 %

Note 6 - Tax Status

The Plan, as adopted, is a volume submitter plan of MassMutual, which does not require an application for a determination letter from the Internal Revenue Service (IRS). The volume submitter plan has received a favorable notification letter from the IRS. The Plan has not individually sought its own determination letter.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 7 - Reconciliation to Form 5500

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

Net assets available for benefits per the financial statements	\$ 138,690,351
Adjustment from fair value to contract value for fully benefit-responsive insurance contracts	<u>3,541,018</u>
Net assets available for benefits per Form 5500	<u>\$ 142,231,369</u>

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

	<u>2013</u>	<u>2012</u>
Total increase in net assets available for benefits per the financial statements	\$ 28,430,862	\$ 18,640,686
Adjustment from fair value to contract value for fully benefit-responsive insurance contracts	<u>(3,541,018)</u>	<u>1,180,632</u>
Total increase in net assets available for benefits per Form 5500	<u>\$ 24,889,844</u>	<u>\$ 19,821,318</u>

The unallocated contract is reported at contract value on the 2013 Form 5500; therefore, there is no reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2013.

MAHLE 401(k) Asset Accumulation Plan

Schedule of Assets Held at End of Year - Modified Cash Basis Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 004 December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Registered investment companies:		
MassMutual	Harbor International	*	\$ 845,147
MassMutual	Ivy Funds Asset Strategies	*	1,116,432
	Pooled separate accounts:		
MassMutual	Holding Account - Cash	*	25
MassMutual	Premier OFI Global	*	6,863,102
MassMutual	RetireSMART 2010 Fund	*	1,468,885
MassMutual	RetireSMART 2020 Fund	*	7,589,370
MassMutual	RetireSMART 2030 Fund	*	8,816,374
MassMutual	RetireSMART 2040 Fund	*	4,725,297
MassMutual	RetireSMART In Retirement Fund	*	331,525
MassMutual	Premier Babson Capital Core Bond Fund	*	6,033,302
MassMutual	Select Wellington Fundamental Value Fund	*	10,877,599
MassMutual	American Funds Growth Fund of America R4	*	16,105,054
MassMutual	Select Small Company Value Fund	*	2,301,065
MassMutual	Select T. Rowe Price/Frontier Mid Cap Growth II	*	7,465,831
MassMutual	Select Overseas	*	5,419,623
MassMutual	Select Small Cap Growth Fund	*	7,306,995
MassMutual	RetireSMART 2050 Fund	*	1,881,163
MassMutual	American Funds EuroPacific Growth R4	*	669,020
MassMutual	MM S&P 500 Index Fund	*	12,363,953
MassMutual	Columbia Small Cap Value Fund II Z	*	1,941,779
MassMutual	Oppenheimer Funds International Bond Y	*	932,088
MassMutual	Oppenheimer Funds Global Strategic Income (OFI)	*	682,829
MassMutual	Janus Mid Cap Value (Perkins)	*	2,461,546
MassMutual	American Funds New World R4	*	833,872
MassMutual	Unallocated contract - Mass Mutual Guaranteed Interest Account	*	53,391,886
Participants	Participant notes receivable with interest rates ranging between 3.25 percent and 8.25 percent	-	4,697,451
	Total		<u>\$ 167,121,213</u>

* Cost information not required

MAHLE 401(k) Asset Accumulation Plan

Schedule of Delinquent Participant Contributions - Modified Cash Basis

Form 5500, Schedule H, Line 4a

EIN 58-2431334, Plan No. 004

Year Ended December 31, 2013

	Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check Here if Late Participant Loan Repayments are Included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2013	☐	\$ 58	\$ -	\$ -	\$ -

A Name of Plan MAHLE 401(k) Asset Accumulation Plan	B Three-digit plan Number	004
C Plan sponsor's name as shown on line 2a of Form 5500 MAHLE Industries, Incorporated	D Employer Identification Number 582431334	

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
American Century	431607635		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to the Ultra (American Century) separate account (SIA-WL).
American Funds	520792143		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to the Growth America (American) separate account (SIA-GW).
American Funds	954727424		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to the New World (American) separate account (SIA-PX).
American Funds	956810128		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to the EuroPacific Growth (American) separate account (SIA-KR).
Columbia	010656226		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to the Small Cap Value II (Columbia) separate account (SIA-PC).
Harbor	341570746		MassMutual provided the Plan with the required written disclosure for Management Fees received by Harbor with respect to Harbor International (OF 25926).
Ivy Funds	481112076		MassMutual provided the Plan with the required written disclosure for Management Fees received by Ivy Funds with respect to Ivy Funds Asset Strategies (OF 30067).
Janus	841458637		MassMutual provided the Plan with the required written disclosure for Management Fees received by Janus with respect to the Mid Cap Value (Perkins) separate account (SIA-TI).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the MM S&P 500 Index (Northern Trust) separate account (SIA-ZX).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Premier Global (OFI) separate account (SIA-ND).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2010 separate account (SIA-J6).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2020 separate account (SIA-K1).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2030 separate account (SIA-K6).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2040 separate account (SIA-M1).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART 2050 separate account (SIA-H5).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the RetireSMART In Retirement

Massachusetts Mutual Life Insurance Company	041590850	separate account (SIA-J1). MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Overseas (MFS/Harris/JPMorgan) separate account (SIA-SH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Sm Cp Gr (W&R/WlIngtn/Tmbrln) separate account (SIA-SC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) separate account (SIA-SY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Fundamental Val (Wellington) separate account (SIA-SK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-WF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Harbor International (OF 25926).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Ivy Funds Asset Strategies (OF 30067).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the EuroPacific Growth (American) separate account (SIA-KR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Growth America (American) separate account (SIA-GW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Mid Cap Value (Perkins) separate account (SIA-TI).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the New World (American) separate account (SIA-PX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to SAGIC (51587).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the MM S&P 500 Index (Northern Trust) separate account (SIA-ZX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Premier Core Bond (Babson) separate account (SIA-E).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Premier Global (OFI) separate account (SIA-ND).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Premier Money Market (Babson) separate account (SIA-YG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the RetireSMART 2050 separate account (SIA-H5).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Overseas (MFS/Harris/JPMorgan) separate account (SIA-SH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel Sm Cp Gr (W&R/WlIngtn/Tmbrln) separate account (SIA-SC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST)

Massachusetts Mutual Life Insurance Company	041590850	separate account (SIA-SY). MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select Fundamental Val (Wellington) separate account (SIA-SK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-WF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (11 basis points * plan assets) with respect to the RetireSMART In Retirement separate account (SIA-J1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (13 basis points * plan assets) with respect to the RetireSMART 2010 separate account (SIA-J6).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (14 basis points * plan assets) with respect to the RetireSMART 2050 separate account (SIA-H5).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with respect to the RetireSMART 2020 separate account (SIA-K1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with respect to the RetireSMART 2030 separate account (SIA-K6).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (15 basis points * plan assets) with respect to the RetireSMART 2040 separate account (SIA-M1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (17 basis points * plan assets) with respect to the Sel Sm Cp Gr (W&R/WlIngtn/Tmbrln) separate account (SIA-SC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to the Premier Global (OFI) separate account (SIA-ND).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to the Premier Money Market (Babson) separate account (SIA-YG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to the Select Mid Cap Gr II (TRP/Frontier) separate account (SIA-WF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (20 basis points * plan assets) with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) separate account (SIA-SY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (27 basis points * plan assets) with respect to the Premier Core Bond (Babson) separate account (SIA-E).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (27 basis points * plan assets) with respect to the Select Fundamental Val (Wellington) separate account (SIA-SK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (35 basis points * plan assets) with respect to the Sel Overseas (MFS/Harris/JPMorgan) separate account (SIA-SH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (6 basis points * plan assets) with respect to the MM S&P 500 Index (Northern Trust) separate account (SIA-ZX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (3 basis points * plan assets) with respect to the RetireSMART 2020 separate account (SIA-K1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (3 basis points * plan assets) with respect to the RetireSMART 2030 separate account (SIA-K6).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (3 basis points * plan assets) with respect to the RetireSMART 2040 separate account (SIA-M1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (5 basis points * plan assets) with respect to the RetireSMART 2010 separate account (SIA-J6).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of (5 basis points * plan assets) with respect to the RetireSMART In Retirement separate account (SIA-J1).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the EuroPacific Growth (American) separate account (SIA-KR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the Growth America (American) separate account (SIA-GW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the New World (American) separate account (SIA-PX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Ivy Funds Asset Strategies (OF 30067).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Mid Cap Value (Perkins) separate account (SIA-TI).

Massachusetts Mutual Life Insurance Company	041590850
Massachusetts Mutual Life Insurance Company	041590850
Massachusetts Mutual Life Insurance Company	041590850
Massachusetts Mutual Life Insurance Company	041590850
Massachusetts Mutual Life Insurance Company	041590850
Oppenheimer	841120195
Oppenheimer	841308320

MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Small Cap Value II (Columbia) separate account (SIA-PC).

MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to the Ultra (American Century) separate account (SIA-WL).

MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the Global Strategic Income (OFI) separate account (SIA-T8).

MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the International Bond (OFI) separate account (SIA-CW).

MassMutual received estimated Wrap Fees of (30 basis points * plan assets) with respect to SAGIC (51587).

MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the Global Strategic Income (OFI) separate account (SIA-T8).

MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the International Bond (OFI) separate account (SIA-CW).

Schedule C Soft Dollar Compensation Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information (“SAI”).

For additional information on soft dollar compensation, refer to the section of the mutual fund’s SAI that discusses brokerage allocation and other practices.

MAHLE 401(k) Asset Accumulation Plan

Financial Report
December 31, 2013

MAHLE 401(k) Asset Accumulation Plan

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Independent Auditor's Report

To the Plan Administrator
MAHLE 401(k) Asset Accumulation Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of MAHLE 401(k) Asset Accumulation Plan (the "Plan"), which comprise the statement of net assets available for benefits - modified cash basis as of December 31, 2013 and the related statement of changes in net assets available for benefits - modified cash basis 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 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 participant notes receivable and execute related transactions. The plan administrator has obtained certifications from the Custodians as of and for the year ended December 31, 2013 that the information provided to the plan administrator by MassMutual, including information provided on behalf of State Street, is complete and accurate.

To the Plan Administrator
MAHLE 401(k) Asset Accumulation 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.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules are prepared on a modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The modified cash basis supplemental schedules of assets held at end of year as of December 31, 2013 and delinquent participant contributions 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 401(k) Asset Accumulation Plan as of and for the year ended December 31, 2012 were audited by other auditors, whose report dated October 4, 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

MAHLE 401(k) Asset Accumulation Plan

Statement of Net Assets Available for Benefits - Modified Cash Basis

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Registered investment companies	\$ 1,961,579	\$ 1,618,944
Pooled separate accounts	107,070,297	79,322,575
Unallocated contract	54,330,900	57,171,606
Total participant-directed investments	163,362,776	138,113,125
Participant notes receivable	4,697,451	4,118,244
Net Assets Reflecting All Investments at Fair Value	168,060,227	142,231,369
Adjustments from Fair Value to Contract Value for Fully Benefit-responsive Investment Contracts	(939,014)	(3,541,018)
Net Assets Available for Benefits	\$ 167,121,213	\$ 138,690,351

MAHLE 401(k) Asset Accumulation Plan

Statement of Changes in Net Assets Available for Benefits - Modified Cash Basis

	Year Ended	
	December 31, 2013	December 31, 2012
Additions to Net Assets		
Contributions:		
Employee	\$ 9,094,581	\$ 8,303,058
Employer	4,043,510	3,696,453
Rollovers	1,283,518	1,821,435
Total contributions	14,421,609	13,820,946
Investment income:		
Interest and dividends	1,552,307	1,655,213
Net realized and unrealized gains on investments:		
Registered investment companies	320,906	205,191
Pooled separate accounts	21,606,193	10,758,793
Net realized and unrealized gains	21,927,099	10,963,984
Total investment income	23,479,406	12,619,197
Interest from participant notes receivable	140,339	137,402
Total additions	38,041,354	26,577,545
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	9,534,586	7,871,865
Administrative expenses	75,906	64,994
Total deductions	9,610,492	7,936,859
Net Increase	28,430,862	18,640,686
Net Assets Available for Benefits		
Beginning of year	138,690,351	120,049,665
End of year	<u>\$ 167,121,213</u>	<u>\$ 138,690,351</u>

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of MAHLE 401(k) Asset Accumulation Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution employee benefit plan established by MAHLE Industries, Incorporated under the provisions of Section 401(a) of the Internal Revenue Code (the "Code"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the Code, for the benefit of eligible employees of MAHLE Industries, Incorporated and MAHLE Motorsports, Inc. (collectively, the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility - All employees of the Company who have completed three months of service are eligible to participate in the Plan. Employees hired after January 1, 2008 are automatically enrolled in the Plan once they have attained three months of service.

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 75 percent of the eligible compensation subject to maximum tax deferred limitations established by the Code. If automatically enrolled, a participant's deferral is set at 4 percent of eligible compensation until changed by the participant. For any employee hired on or after January 1, 2012, the automatic deferral increases by 1 percent annually not to exceed 10 percent of eligible compensation. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan. The Company remitted certain employee deferrals to the Plan after the Department of Labor's required timeframe. A contribution of lost earnings will be made to the Plan subsequent to year end.

Depending upon the employee's hire date, the Plan provides for employer matching contributions of 100 percent of the participant's contribution not to exceed 3.5 percent of eligible compensation or 50 percent of the participant's contribution not to exceed 3.0 percent of eligible compensation. All contributions are subject to limitations of the Code.

Effective January 1, 2014, the plan document was amended to adopt provisions for safe harbor contributions, which provide for employer matching contributions of 100 percent of the participant's contributions up to 3 percent of eligible compensation, plus 50 percent of the next 3 percent of eligible compensation. For employees hired on or after January 1, 2014, the safe harbor matching contributions will be subject to a two-year vesting schedule.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Participant Accounts - Each participant's account is credited with the participant contribution and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Vesting - Participant contributions, the employer matching contribution, and related earnings are fully vested at all times and are not subject to forfeiture for any reason.

Benefit Payments - Upon termination of employment or disability, the participant or, in the case of death, the beneficiary, can elect to receive the participant's account balance in a single lump sum, in various installment annuities, or a combination of the two. Account balances \$5,000 or less are paid in a single lump sum upon termination. In-service distributions can be received while a participant is still actively employed if the participant has either reached age 59 1/2 or experienced a hardship.

Hardship Withdrawals - Participants may request that all or a portion of their account be distributed in the case of severe financial hardship, as defined in the plan document. The Company must approve any such hardship withdrawals.

Participant Notes Receivable - Participants may borrow from their accounts the lesser of \$50,000 minus the participant's highest outstanding loan balance during the preceding 12 months or 50 percent of the participant's vested account balance with a minimum loan amount of \$500. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate.

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan agreement and ERISA. Upon termination of the Plan, the full value of each participant's account will immediately become distributable to the participant.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Massachusetts Mutual Life Insurance Company (MassMutual) or its affiliates. MassMutual is a custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation - The Plan prepares its financial statements on the modified cash basis of accounting. Revenue is recorded when received, rather than when earned, expenses are recorded when paid, rather than when the obligation is incurred, and investments are recognized at fair value. Accordingly, the financial statements are not intended to be in conformity with accounting principles generally accepted in the United States of America.

Basis of Accounting - Accounting standards require the statement of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The related activity is presented at contract value in the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value, except for the unallocated contract which is stated at contract 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 received. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Company.

Use of Estimates - The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain amounts and disclosures at the date of the financial statements and during the reporting period. Accordingly, actual results may differ from those estimates.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

Reclassification - Certain 2012 amounts have been reclassified to conform to the 2013 presentation.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

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

Massachusetts Mutual Life Insurance Company (MassMutual) and State Street Bank and Trust Company (State Street) hold the Plan's investments and participant notes receivable and execute all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by Massachusetts Mutual Life Insurance Company, including information provided on behalf of State Street.

Investments that exceed 5 percent of end of year net assets are as follows:

	2013	2012
Pooled separate accounts - At fair value:		
Select Wellington Fundamental Value Fund	\$ 10,877,599	\$ 7,903,860
American Funds Growth Fund of America R4	16,105,054	12,310,688
MM S&P 500 Index Fund (f.k.a. Select Indexed Equity)	12,363,953	9,005,741
RetireSMART 2030 Fund	8,816,374	6,353,377
Unallocated contract - Mass Mutual Guaranteed Interest Account - At contract value	53,391,886	53,630,588

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.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Fair Value Measurements (Continued)

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.

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:

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

Pooled Separate Accounts - The pooled separate accounts are valued at net asset value per share (or its equivalent) of the funds, which is based on the fair value of the funds' underlying net assets.

Unallocated Contract - The fully benefit-responsive insurance contract is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the unallocated contract is based on contract value adjusted for certain contractual provisions.

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 December 31, 2013
Registered investment companies - Equity investments	\$ 1,961,579	\$ -	\$ -	\$ 1,961,579
Pooled separate accounts				
U.S. equity investments (1)	-	62,326,739	-	62,326,739
Non-U.S. equity investments (2)	-	12,282,725	-	12,282,725
Fixed-income investments (3)	-	7,648,219	-	7,648,219
Retirement year-based investments (4)	-	24,812,614	-	24,812,614
Unallocated contract - Mass Mutual Guaranteed Interest Account	-	54,330,900	-	54,330,900
Total	\$ 1,961,579	\$ 161,401,197	\$ -	\$ 163,362,776

MAHLE 401(k) Asset Accumulation 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 December 31, 2012
Registered investment companies - Equity investments	\$ 1,618,944	\$ -	\$ -	\$ 1,618,944
Pooled separate accounts				
U.S. equity investments (1)	-	44,726,601	-	44,726,601
Non-U.S. equity investments (2)	-	9,582,133	-	9,582,133
Fixed-income investments (3)	-	7,876,004	-	7,876,004
Retirement year-based investments (4)	-	17,137,837	-	17,137,837
Unallocated contract - Mass Mutual Guaranteed Interest Account	-	57,171,606	-	57,171,606
Total	<u>\$ 1,618,944</u>	<u>\$ 136,494,181</u>	<u>\$ -</u>	<u>\$ 138,113,125</u>

- (1) This class contains investments that primarily invest in U.S. stocks with varying investment strategies. These investment strategies include approximating as closely as practicable the capitalization-weighted total rate of return of that portion of U.S. market for publicly traded common stocks composed of larger-capitalized companies, seeking growth of capital through investing in companies that appear to offer superior opportunities for growth of capital, seeking the growth of capital through investing in equity securities of issuers that the fund advisor believes are undervalued, and funds that seek to achieve as high a total rate of return on an annual basis as is considered consistent with prudent investment risk and the preservation of capital.
- (2) This class contains investments that primarily invest in non-U.S. stocks with varying investment strategies. These investment strategies include seeking long-term capital appreciation through investments in developed markets and seeking growth of capital over the long term by investing in foreign equity securities.
- (3) This class contains investments that seek to achieve a high total rate of return consistent with prudent investment risk and preservation of capital by investing in a diversified portfolio of investment grade fixed-income securities.
- (4) This class contains investments that primarily invest in a combination of domestic and international mutual funds. Its assets are allocated among underlying funds according to a target asset allocation strategy that emphasizes fixed income, money market, equity, and other funds. The investments seek to achieve a high total rate of return on an annual basis as is considered consistent with prudent investment risk and the preservation of capital.

There were no unfunded commitments or redemption restrictions on the investments described above.

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

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Investment Contract

The Plan has a benefit-responsive investment contract with MassMutual. MassMutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. MassMutual is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Under the contract, a crediting rate is established for a six-month period of time (a "Rate Period") and all assets invested in the contract are credited with that rate. At the expiration of each Rate Period, a new crediting rate is declared. MassMutual assumes market, credit, and interest rate risks for the assets supporting the contract. MassMutual resets interest credit rates semiannually. When establishing interest credit rates for this product, MassMutual considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within MassMutual's general account. The minimum crediting rate under the contract is 0.0 percent.

Certain events may limit the ability of the Plan to transact at contract value. Such events include, but may not be limited to, the following: (1) the complete or partial termination of the Plan; (2) the establishment or activation of, or material change in, any Plan investment fund, or an amendment to the Plan or a change in the administration or operation of the Plan, including the removal of a group of employees from the Plan coverage as a result of the sale or liquidation of a subsidiary or division or as a result of group layoffs or early retirement programs. The contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

As described in Note 4, because the investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of net assets attributable to the unallocated contract. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

	December 31, 2013	December 31, 2012
Average yields:		
Based on actual earnings	(1.94)%	5.02 %
Based on interest rate credited to participants	2.85 %	2.95 %

Note 6 - Tax Status

The Plan, as adopted, is a volume submitter plan of MassMutual, which does not require an application for a determination letter from the Internal Revenue Service (IRS). The volume submitter plan has received a favorable notification letter from the IRS. The Plan has not individually sought its own determination letter.

MAHLE 401(k) Asset Accumulation Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 7 - Reconciliation to Form 5500

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

Net assets available for benefits per the financial statements	\$ 138,690,351
Adjustment from fair value to contract value for fully benefit-responsive insurance contracts	<u>3,541,018</u>
Net assets available for benefits per Form 5500	<u>\$ 142,231,369</u>

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

	<u>2013</u>	<u>2012</u>
Total increase in net assets available for benefits per the financial statements	\$ 28,430,862	\$ 18,640,686
Adjustment from fair value to contract value for fully benefit-responsive insurance contracts	<u>(3,541,018)</u>	<u>1,180,632</u>
Total increase in net assets available for benefits per Form 5500	<u>\$ 24,889,844</u>	<u>\$ 19,821,318</u>

The unallocated contract is reported at contract value on the 2013 Form 5500; therefore, there is no reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2013.

MAHLE 401(k) Asset Accumulation Plan

Schedule of Assets Held at End of Year - Modified Cash Basis Form 5500, Schedule H, Line 4i EIN 58-2431334, Plan No. 004 December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Registered investment companies:		
MassMutual	Harbor International	*	\$ 845,147
MassMutual	Ivy Funds Asset Strategies	*	1,116,432
	Pooled separate accounts:		
MassMutual	Holding Account - Cash	*	25
MassMutual	Premier OFI Global	*	6,863,102
MassMutual	RetireSMART 2010 Fund	*	1,468,885
MassMutual	RetireSMART 2020 Fund	*	7,589,370
MassMutual	RetireSMART 2030 Fund	*	8,816,374
MassMutual	RetireSMART 2040 Fund	*	4,725,297
MassMutual	RetireSMART In Retirement Fund	*	331,525
MassMutual	Premier Babson Capital Core Bond Fund	*	6,033,302
MassMutual	Select Wellington Fundamental Value Fund	*	10,877,599
MassMutual	American Funds Growth Fund of America R4	*	16,105,054
MassMutual	Select Small Company Value Fund	*	2,301,065
MassMutual	Select T. Rowe Price/Frontier Mid Cap Growth II	*	7,465,831
MassMutual	Select Overseas	*	5,419,623
MassMutual	Select Small Cap Growth Fund	*	7,306,995
MassMutual	RetireSMART 2050 Fund	*	1,881,163
MassMutual	American Funds EuroPacific Growth R4	*	669,020
MassMutual	MM S&P 500 Index Fund	*	12,363,953
MassMutual	Columbia Small Cap Value Fund II Z	*	1,941,779
MassMutual	Oppenheimer Funds International Bond Y	*	932,088
MassMutual	Oppenheimer Funds Global Strategic Income (OFI)	*	682,829
MassMutual	Janus Mid Cap Value (Perkins)	*	2,461,546
MassMutual	American Funds New World R4	*	833,872
MassMutual	Unallocated contract - Mass Mutual Guaranteed Interest Account	*	53,391,886
Participants	Participant notes receivable with interest rates ranging between 3.25 percent and 8.25 percent	-	4,697,451
	Total		<u>\$ 167,121,213</u>

* Cost information not required

MAHLE 401(k) Asset Accumulation Plan

Schedule of Delinquent Participant Contributions - Modified Cash Basis

Form 5500, Schedule H, Line 4a

EIN 58-2431334, Plan No. 004

Year Ended December 31, 2013

	Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check Here if Late Participant Loan Repayments are Included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2013	☐	\$ 58	\$ -	\$ -	\$ -

A Name of Plan MAHLE 401(k) Asset Accumulation Plan	B Three-digit plan Number	004
C Plan sponsor's name as shown on line 2a of Form 5500 MAHLE Industries, Incorporated	D Employer Identification Number 582431334	

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Guaranteed Interest Account	53,391,886	53,391,886
*	MassMutual	Holding Account - SIA-YG	0	25
*	MassMutual	SIA-CW	908,667	932,088
*	MassMutual	SIA-E	5,335,855	6,033,302
*	MassMutual	SIA-GW	10,641,252	16,105,054
*	MassMutual	SIA-H5	1,554,648	1,881,162
*	MassMutual	SIA-J1	289,881	331,525
*	MassMutual	SIA-J6	1,185,763	1,468,885
*	MassMutual	SIA-K1	5,886,219	7,589,370
*	MassMutual	SIA-K6	6,740,272	8,816,373
*	MassMutual	SIA-KR	535,446	669,020
*	MassMutual	SIA-M1	3,622,477	4,725,297
*	MassMutual	SIA-ND	4,489,226	6,863,102
*	MassMutual	SIA-PC	1,459,115	1,941,779
*	MassMutual	SIA-PX	715,083	833,872
*	MassMutual	SIA-SC	4,697,382	7,306,995
*	MassMutual	SIA-SH	4,019,860	5,419,623
*	MassMutual	SIA-SK	7,479,086	10,877,599
*	MassMutual	SIA-SY	1,522,686	2,301,065
*	MassMutual	SIA-T8	638,169	682,829
*	MassMutual	SIA-TI	1,872,289	2,461,546
*	MassMutual	SIA-WF	4,647,443	7,465,831
*	MassMutual	SIA-WL	0	0
*	MassMutual	SIA-ZX	8,157,574	12,363,953
*	Harbor	Outside Fund	688,076	845,147
*	Harbor International	Outside Fund	0	845,016
*	Outside Fund - Miscellaneous	Outside Fund	0	131
*	MassMutual	Outside Fund	892,806	1,116,432
*	Ivy Funds Asset Strategies	Outside Fund	0	1,116,163
*	Outside Fund - Miscellaneous	Outside Fund	0	270
	Participant Loans	3.250000 - 8.250000	0	4,697,451