

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>NEXTEER AUTOMOTIVE SALARIED 401(K) RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2011</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2011</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2011</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NEXTEER AUTOMOTIVE CORPORATION</u> <u>3900 E. HOLLAND ROAD</u> <u>SAGINAW, MI 48601</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>26-1668808</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>989-757-5000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>26-1668808</u>	2c Sponsor's telephone number <u>989-757-5000</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>26-1668808</u>					
2c Sponsor's telephone number <u>989-757-5000</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.	10/14/2014	RENEY KREGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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	1283
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	1197
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	140
d Subtotal. Add lines 6a , 6b , and 6c		6d	1337
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	6
f Total. Add lines 6d and 6e		6f	1343
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	0
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 2F 2G 2J 2K 2S 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan NEXTEER AUTOMOTIVE SALARIED 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 NEXTEER AUTOMOTIVE CORPORATION	D Employer Identification Number (EIN) 26-1668808	

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
BMO ASSET MANAGEMENT
39-6043182

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
HEARTLAND
39-1572323

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
HARTFORD MUTUAL FUNDS
13-3317783

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS
06-1194217

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

STATE STREET GLOBAL ADVISORS

04-1867445

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

OAKMARK

04-3276558

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

HARBOR

04-2679462

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

THORNBURG

85-0301299

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

T. ROWE PRICE

52-2264646

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

TOUCHSTONE

31-0487145

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

PRUDENTIAL INVESTMENTS

22-3703799

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

NUVEEN

36-3817266

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

LOOMIS SAYLES FUNDS

04-3200030

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

WASATCH

87-0319391

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

PIMCO FUNDS

95-2632339

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

MFS

04-2747644

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

GRT

04-3565812

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

JOHN HANCOCK

04-3483032

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

VANGUARD

23-1945930

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)

WELLS FARGO BANK, N.A.

94-1347393

(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 21 49 50 52 60 62 63 64	SERVICE PROVIDER	128917	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

SHEPARD KAPLAN

83-0368447

(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?
50 51	SERVICE PROVIDER	136678	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan NEXTEER AUTOMOTIVE SALARIED 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 NEXTEER AUTOMOTIVE CORPORATION	D Employer Identification Number (EIN) 26-1668808	

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: ALPHASECTOR US EQUITY FUND CLASS I		
b Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY		
c EIN-PN 46-6318721-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66403
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX NON-LENDING FD		
b Name of sponsor of entity listed in (a): STATE STREET		
c EIN-PN 04-0025081-078	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9581800
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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>NEXTEER AUTOMOTIVE SALARIED 401(K) RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEXTEER AUTOMOTIVE CORPORATION</u>		D Employer Identification Number (EIN) <u>26-1668808</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	<div style="display: flex; justify-content: space-between;"> (a) Beginning of Year (b) End of Year </div>
a Total noninterest-bearing cash	1a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	112517
(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)	2902005
(9) Value of interest in common/collective trusts	1c(9)	5931535
(10) Value of interest in pooled separate accounts	1c(10)	
(11) Value of interest in master trust investment accounts	1c(11)	
(12) Value of interest in 103-12 investment entities	1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	113228435
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	
(15) Other	1c(15)	133735276

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	122174492	146599790

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	2492	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2492	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	122172000	146599790
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7783472	
(B) Participants	2a(1)(B)	10805505	
(C) Others (including rollovers)	2a(1)(C)	306456	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18895433
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)	125653	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		125653
(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)	944519	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		944519
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		2134441
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		14345764
c Other income.....	2c		224298
d Total income. Add all income amounts in column (b) and enter total.....	2d		36670108

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	11951524	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		11951524
f Corrective distributions (see instructions).....	2f		1849
g Certain deemed distributions of participant loans (see instructions).....	2g		23350
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	265595	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		265595
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12242318

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		24427790
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: REHMANN ROBSON LLC

(2) EIN: 38-3635706

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		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	
4g		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	
4h		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		
4i	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	
4j		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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		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.			
4n			

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>NEXTEER AUTOMOTIVE SALARIED 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEXTEER AUTOMOTIVE CORPORATION</u>	D Employer Identification Number (EIN) <u>26-1668808</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>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

Nexteer
Automotive
Salaried
401(k)
Retirement
Plan



Years Ended
December 31,
2013 and 2012

Financial
Statements
and
Supplementary
Information

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 9, 2014

Nexteer Automotive Corporation
Benefit Plan Administrative Committee
Nexteer Automotive
Salaried 401(k) Retirement Plan
3900 E. Holland Road
Saginaw, Michigan 48601

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the *Nexteer Automotive Salaried 401(k) Retirement Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Independent Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 2, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter- Supplemental Schedule

The December 31, 2013, supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

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

Rehmann Lohman LLC

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31	
	2013	2012
Investments at fair value		
Mutual funds	\$ 76,398,759	\$ 59,055,244
Separately managed accounts	57,336,517	54,173,191
Common collective trusts	9,648,203	5,931,535
Total investments at fair value	143,383,479	119,159,970
Receivables		
Employer contributions	79,989	112,517
Notes receivable from participants	3,136,322	2,902,005
Total receivables	3,216,311	3,014,522
Total assets	146,599,790	122,174,492
LIABILITIES		
Due to broker for securities purchased (equal to total liabilities)	-	2,492
Net assets available for benefits	\$ 146,599,790	\$ 122,172,000

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

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to		
Contributions		
Participant	\$ 10,805,505	\$ 10,866,604
Employer	7,783,472	7,904,803
Rollover	306,456	382,827
	<hr/>	<hr/>
Total contributions	18,895,433	19,154,234
Investment income - dividends	944,519	1,048,647
Other income	224,298	217,185
Interest income - notes receivable from participants	125,653	109,604
	<hr/>	<hr/>
Total additions	20,189,903	20,529,670
Deductions from net assets attributed to		
Benefits paid to participants	11,976,723	7,419,983
Administrative and other expenses	265,595	84,407
	<hr/>	<hr/>
Total deductions	12,242,318	7,504,390
Net appreciation in fair value of investments	16,480,205	9,893,211
	<hr/>	<hr/>
Net increase	24,427,790	22,918,491
Net assets available for benefits		
Beginning of year	122,172,000	99,253,509
	<hr/>	<hr/>
End of year	\$ 146,599,790	\$ 122,172,000

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

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the *Nexteer Automotive Salaried 401(k) Retirement Plan* (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

Description of the Plan

General

The Plan was established with an effective date of January 1, 2011. The Plan is a defined contribution plan covering all eligible salaried employees of *Nexteer Automotive Corporation* (the “Corporation”) who are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

For purposes of the Plan, ineligible employees include: employees whose employment with the Corporation is governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining; hourly-paid employees; part-time, temporary or seasonal employees; leased employees; and individuals hired by the Corporation and characterized as co-op students, interns, and/or working on a per diem basis.

Contributions

Each year participants may contribute up to 75%, but not less than 1%, of pretax annual compensation, as defined in the Plan agreement. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Corporation will make annual safe harbor contributions equal to 3% of each participant’s Plan year compensation. The safe harbor contribution is provided to all employees that are eligible to participate in the Plan, regardless of whether or not they are employed by the Corporation on the last day of the Plan year.

The Corporation will also make matching contributions equal to 100% of elective deferrals, up to (1) 3% of each participant’s plan year compensation if hired on or after January 1, 2011; or (2) 5% of each participant’s plan year compensation if hired before January 1, 2011. The Corporation may also elect to make additional discretionary nonelective contributions. No such additional discretionary contributions were made in 2013 or 2012.

Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers mutual funds, separately managed accounts and common collective trusts as investment options for participants. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Participant Accounts

Each participant's account is credited with the participant's contribution and the Corporation's safe harbor, matching, and nonelective contributions (when made) and an allocation of Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings 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.

Vesting

Participants are immediately vested in both their 401(k) voluntary contributions and in the Corporate safe harbor, matching, and nonelective contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes receivable are secured by the balance in the participant's account and bear interest at rates ranging from 3.25% to 7.75% which are commensurate with local prevailing rates at the time the notes are issued, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments only if the participant is subject to a lifetime required minimum distribution, as defined by the Plan agreement. For termination of service or for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. In-service withdrawal of vested balances may be elected by participants who have reached 59 ½ years of age. The Plan also permits withdrawals of active participants' elective contributions, rollover contributions, matching contributions, and nonelective contributions only in amounts necessary to satisfy financial hardship as defined by the Plan agreement.

Administrative Expenses

The Plan's administrative expenses, including an allocation of salaries related to Plan administration, and legal costs, are paid by the Corporation and qualify as party-in-interest transactions which are exempt from prohibited transaction rules. Fees for trustee and record keeping services are paid by the Plan. Participants are charged directly for fees related to participant notes receivable, participant distributions, and an allocation of investment management fees.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 3 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation in the aggregate fair value of such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the note receivable to be in default, the participant note receivable is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, Plan management has evaluated, for potential recognition or disclosure, significant events or transactions that occurred during the period subsequent to December 31, 2013, the most recent statement of net assets available for benefits presented herein, through October 9, 2014, the date these financial statements were available to be issued. No significant such events or transactions were identified.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A. ("Wells Fargo"), as trustee, has certified the completeness and accuracy of the investment information reflected in (1) the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, (2) the December 31, 2013, schedule of assets (held at end of year), (3) the related investment activity reflected in the statements of changes in net assets available for benefits during 2013 and 2012, and (4) the information presented below. Wells Fargo has also certified the completeness and accuracy of notes receivable from participants and the related interest income as of and for the years ended December 31, 2013 and 2012.

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31:

	2013	2012
Investments at fair value		
Mutual funds		
Fidelity Contrafund	\$ 17,409,083	\$ 12,941,378
PIMCO Total Return Institutional	*	7,680,319
Separately managed accounts - Wells Fargo Bank, N.A.		
Nexteer Moderate Lifestyle	24,153,190	18,156,630
Wells Fargo Advantage Cash Investment MM	18,608,838	23,671,199
Nexteer Growth Lifestyle	8,894,639	8,067,070
Common collective trusts		
SSgA S&P 500 Index Non-Lending Fund CI II	9,581,800	*
Other investments less than 5% of the		
Plan's net assets available for benefits	<u>64,735,929</u>	<u>48,643,374</u>
Total	<u>\$143,383,479</u>	<u>\$119,159,970</u>

* Investment did not represent more than 5% of the Plan's net assets available for benefits at end of year.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows for the years ended December 31:

	2013	2012
Mutual funds	\$ 10,405,484	\$ 5,768,366
Separately managed accounts	3,940,280	3,026,885
Common collective trusts	<u>2,134,441</u>	<u>1,097,960</u>
Net appreciation in fair value of investments	<u>\$ 16,480,205</u>	<u>\$ 9,893,211</u>

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. For financial assets recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets are classified. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Shares held in mutual funds are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities then divided by the number of shares outstanding.

Separately managed accounts: These investments are valued using the NAV of units held by the Plan at year-end as provided by Wells Fargo and are classified as Level 2. The NAV is based on the fair value of the underlying assets owned by the account net of investment management fees.

Common collective trusts: These investments are public investment securities valued using the NAV provided by Wells Fargo and are classified as Level 2. The NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments that are traded on an active market.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The NAV for the separately managed accounts and common collective trusts is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the investment will be sold for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of these investments, the investment advisor reserves the right to temporarily delay withdrawal from the investment to ensure that security liquidations will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

2013	Level 1	Level 2	Level 3	Total
Mutual funds				
Large growth	\$ 17,409,083	\$ -	\$ -	\$ 17,409,083
Intermediate-term bond	9,370,808	-	-	9,370,808
Mid-cap growth	6,886,580	-	-	6,886,580
Short-term bond	5,929,986	-	-	5,929,986
Foreign large blend	5,925,551	-	-	5,925,551
Small growth	5,344,171	-	-	5,344,171
Growth allocation	5,236,585	-	-	5,236,585
High yield bond	3,044,797	-	-	3,044,797
Mid-cap value	2,939,722	-	-	2,939,722
Diversified emerging markets	2,709,265	-	-	2,709,265
Real estate	2,390,665	-	-	2,390,665
Foreign small/mid-growth	2,314,240	-	-	2,314,240
World bond	2,150,389	-	-	2,150,389
Natural resources	2,034,133	-	-	2,034,133
Emerging markets bond	1,469,418	-	-	1,469,418
Large value	1,207,252	-	-	1,207,252
Nontraditional bond	36,114	-	-	36,114
Total mutual funds	76,398,759	-	-	76,398,759
Separately managed accounts				
Moderate allocation	-	24,153,190	-	24,153,190
Conservative allocation	-	20,355,055	-	20,355,055
Growth allocation	-	8,894,639	-	8,894,639
Aggressive allocation	-	3,933,633	-	3,933,633
Total separately managed accounts	-	57,336,517	-	57,336,517
Common collective trusts				
Large blend	-	9,648,203	-	9,648,203
Total investments at fair value	\$ 76,398,759	\$ 66,984,720	\$ -	\$143,383,479

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2012	Level 1	Level 2	Level 3	Total
Mutual funds				
Large growth	\$ 12,941,378	\$ -	\$ -	\$ 12,941,378
Intermediate-term bond	10,415,041	-	-	10,415,041
Foreign large blend	4,582,017	-	-	4,582,017
Mid-cap growth	3,803,156	-	-	3,803,156
Mid-cap value	3,755,311	-	-	3,755,311
Growth allocation	3,450,004	-	-	3,450,004
Diversified emerging markets	3,192,814	-	-	3,192,814
Real estate	2,558,236	-	-	2,558,236
High yield bond	2,565,012	-	-	2,565,012
Small growth	1,991,386	-	-	1,991,386
Large value	1,908,124	-	-	1,908,124
Natural resources	1,818,489	-	-	1,818,489
World bond	1,752,756	-	-	1,752,756
Emerging markets bond	1,710,158	-	-	1,710,158
Foreign small/mid-growth	1,124,942	-	-	1,124,942
Mid-cap blend	997,678	-	-	997,678
Short-term bond	488,742	-	-	488,742
Total mutual funds	<u>59,055,244</u>	<u>-</u>	<u>-</u>	<u>59,055,244</u>
Separately managed accounts				
Conservative allocation	-	24,096,288	-	24,096,288
Moderate allocation	-	19,084,588	-	19,084,588
Growth allocation	-	8,067,070	-	8,067,070
Aggressive allocation	-	2,925,245	-	2,925,245
Total separately managed accounts	<u>-</u>	<u>54,173,191</u>	<u>-</u>	<u>54,173,191</u>
Common collective trusts				
Large blend	-	5,931,535	-	5,931,535
Total investments at fair value	<u>\$ 59,055,244</u>	<u>\$ 60,104,726</u>	<u>\$ -</u>	<u>\$119,159,970</u>

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	2013			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	\$ 24,153,190	\$ -	Daily	Daily
Conservative allocation	20,355,055	-	Daily	Daily
Growth allocation	8,894,639	-	Daily	Daily
Aggressive allocation	3,933,633	-	Daily	Daily
Common collective trusts				
Large blend	9,648,203	-	Daily	Daily

Investment Type	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Conservative allocation	\$ 24,096,288	\$ -	Daily	Daily
Moderate allocation	19,084,588	-	Daily	Daily
Growth allocation	8,067,070	-	Daily	Daily
Aggressive allocation	2,925,245	-	Daily	Daily
Common collective trusts				
Large blend	5,931,535	-	Daily	Daily

The following is a description of the investment strategies for separately managed accounts and common collective trusts at December 31, 2013 and 2012:

Moderate allocation: These funds seek to provide a high level of current income and growth of capital, with greater emphasis on providing current income. Investors typically have a moderate tolerance for risk, a medium time horizon for investing, and can withstand the market risk of fixed income and equity investments.

Conservative allocation: These funds seek to provide a high level of current income, with a minor potential for growth of capital. Investors typically have a relatively low tolerance for risk and/or a relatively shorter time horizon for investing, as well as the ability to withstand some market risk from fixed income and equity investments.

Growth allocation: These funds seek to provide capital preservation and growth of capital, with greater emphasis on growth of capital. Investors typically have a relatively high tolerance for risk but want it balanced with current income, medium to longer time horizon for investing, and can withstand the market risk of equity and fixed income investments.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Aggressive allocation: These funds seek to provide growth of capital. Investors typically have a higher tolerance for risk and/or a longer time horizon for investing, as well as the ability to withstand the market risk of a portfolio invested mostly in equities.

Large blend: These funds seek an investment return that approximates as closely as practicable, before expenses, the performance of the S&P 500 (the "Index") over the long term by investing in a portfolio that owns units of one or more portfolios that hold securities of the S&P 500 Index.

4. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Wells Fargo. Wells Fargo is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for investment services and fees from notes receivable from participants amounted to \$265,595 and \$84,407 for 2013 and 2012, respectively.

5. INCOME TAX STATUS

The Corporation's management adopted the Wells Fargo Defined Contribution Prototype Plan and Trust Agreement document. The Plan document has received an opinion letter from the Internal Revenue Service dated March 31, 2008, stating that the written form of the underlying prototype plan document is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan's Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

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

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Corporation may determine.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in mutual funds, separately managed accounts, and common collective trusts with the underlying assets consisting of any combination of stocks, bonds, fixed income securities, and other 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 fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

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SUPPLEMENTARY INFORMATION

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

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

DECEMBER 31, 2013

PLAN #001

EIN 26-1668808

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Mutual funds		
	Fidelity Investments	Fidelity Contrafund, 181,081 shares	\$ 17,409,083
	Hartford Mutual Funds	Hartford Midcap R5, 243,084 shares	6,886,580
	PIMCO	PIMCO Total Return Institutional, 636,753 shares	6,806,890
	BMO Funds	BMO Small-Cap Growth Y, 239,113 shares	5,344,171
	Oakmark	Oakmark Equity & Income CL I, 160,385 shares	5,236,585
	John Hancock	J. Hancock Federal Dis M/C, 270,115 shares	4,899,895
	Thornburg	Thornburg International Value R5, 108,638 shares	3,478,586
	T. Rowe Price	T. Rowe Price High-Yield, 425,846 shares	3,044,797
	MFS	MFS Value Fund R3, 88,787 shares	2,939,722
	Touchstone	Touchstone Emerging Markets Equity Inst, 243,202 shares	2,709,265
	Loomis Sayles Funds	Loomis Sayles Bond Fund Institutional, 169,124 shares	2,563,918
	Harbor	Harbor International Fund Instl, 34,459 shares	2,446,965
	Nuveen	Nuveen Real Estate Secs I, 121,354 shares	2,390,665
	T. Rowe Price	T. Rowe Price International Discovery, 41,518 shares	2,314,240
	Franklin Templeton Investment	Templeton Global Bond Advantage, 164,277 shares	2,150,389
	Prudential Investments	Prudential Jennison Natural Resources Z, 39,729 shares	2,034,133
	MFS	MFS Emerging Markets Debt R4, 100,922 shares	1,469,418
	Harbor	GRT Value Adv, 79,268 shares	1,207,252
	Vanguard	Vanguard Short Term Federal, 96,270 shares	1,030,091
	PIMCO	PIMCO Unconstrained Bond, 3,256 shares	36,114
	Total mutual funds		76,398,759
	Separately managed accounts		
*	Wells Fargo Bank, N.A.	Nexteer Moderate Lifestyle, 2,018,807 units	24,153,190
*	Wells Fargo Bank, N.A.	Wells Fargo Advantage Cash Investment MM, 18,608,838 units	18,608,838
*	Wells Fargo Bank, N.A.	Nexteer Growth Lifestyle, 729,468 units	8,894,639
*	Wells Fargo Bank, N.A.	Nexteer Aggressive Lifestyle, 328,963 units	3,933,633
*	Wells Fargo Bank, N.A.	Nexteer Moderate Conservative Lifestyle, 92,054 units	1,072,476
*	Wells Fargo Bank, N.A.	Nexteer Conservative Lifestyle, 60,343 units	673,741
	Total separately managed accounts		57,336,517
	Common collective trusts		
	State Street Global Advisors	SSgA S&P 500 Index Non-Lending Fund CI II, 253,125 units	9,581,800
	F Squared	F Squared Alphasector US Equity CL I, 4,791 units	66,403
	Total common collective trusts		9,648,203
	Total investments at fair value		143,383,479
*	Notes receivable from participants	Loans, maturing through October 31, 2028, interest rates from 3.25% - 7.75%, collateral - participant account balances	3,136,322
	Total		\$ 146,519,801

(a) An asterisk in this column identifies a person known to be a party in interest.

The above information has been certified by Wells Fargo Bank, N.A., trustee of the Plan, as complete and accurate.

Nexteer
Automotive
Salaried
401(k)
Retirement
Plan



Years Ended
December 31,
2013 and 2012

Financial
Statements
and
Supplementary
Information

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 9, 2014

Nexteer Automotive Corporation
Benefit Plan Administrative Committee
Nexteer Automotive
Salaried 401(k) Retirement Plan
3900 E. Holland Road
Saginaw, Michigan 48601

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the *Nexteer Automotive Salaried 401(k) Retirement Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Independent Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 2, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter- Supplemental Schedule

The December 31, 2013, supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

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

Rehmann Lohman LLC

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31	
	2013	2012
Investments at fair value		
Mutual funds	\$ 76,398,759	\$ 59,055,244
Separately managed accounts	57,336,517	54,173,191
Common collective trusts	9,648,203	5,931,535
Total investments at fair value	143,383,479	119,159,970
Receivables		
Employer contributions	79,989	112,517
Notes receivable from participants	3,136,322	2,902,005
Total receivables	3,216,311	3,014,522
Total assets	146,599,790	122,174,492
LIABILITIES		
Due to broker for securities purchased (equal to total liabilities)	-	2,492
Net assets available for benefits	\$ 146,599,790	\$ 122,172,000

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

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to		
Contributions		
Participant	\$ 10,805,505	\$ 10,866,604
Employer	7,783,472	7,904,803
Rollover	306,456	382,827
	<hr/>	<hr/>
Total contributions	18,895,433	19,154,234
Investment income - dividends	944,519	1,048,647
Other income	224,298	217,185
Interest income - notes receivable from participants	125,653	109,604
	<hr/>	<hr/>
Total additions	20,189,903	20,529,670
Deductions from net assets attributed to		
Benefits paid to participants	11,976,723	7,419,983
Administrative and other expenses	265,595	84,407
	<hr/>	<hr/>
Total deductions	12,242,318	7,504,390
Net appreciation in fair value of investments	16,480,205	9,893,211
	<hr/>	<hr/>
Net increase	24,427,790	22,918,491
Net assets available for benefits		
Beginning of year	122,172,000	99,253,509
	<hr/>	<hr/>
End of year	\$ 146,599,790	\$ 122,172,000

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

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the *Nexteer Automotive Salaried 401(k) Retirement Plan* (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

Description of the Plan

General

The Plan was established with an effective date of January 1, 2011. The Plan is a defined contribution plan covering all eligible salaried employees of *Nexteer Automotive Corporation* (the “Corporation”) who are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

For purposes of the Plan, ineligible employees include: employees whose employment with the Corporation is governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining; hourly-paid employees; part-time, temporary or seasonal employees; leased employees; and individuals hired by the Corporation and characterized as co-op students, interns, and/or working on a per diem basis.

Contributions

Each year participants may contribute up to 75%, but not less than 1%, of pretax annual compensation, as defined in the Plan agreement. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Corporation will make annual safe harbor contributions equal to 3% of each participant’s Plan year compensation. The safe harbor contribution is provided to all employees that are eligible to participate in the Plan, regardless of whether or not they are employed by the Corporation on the last day of the Plan year.

The Corporation will also make matching contributions equal to 100% of elective deferrals, up to (1) 3% of each participant’s plan year compensation if hired on or after January 1, 2011; or (2) 5% of each participant’s plan year compensation if hired before January 1, 2011. The Corporation may also elect to make additional discretionary nonelective contributions. No such additional discretionary contributions were made in 2013 or 2012.

Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers mutual funds, separately managed accounts and common collective trusts as investment options for participants. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Participant Accounts

Each participant's account is credited with the participant's contribution and the Corporation's safe harbor, matching, and nonelective contributions (when made) and an allocation of Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings 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.

Vesting

Participants are immediately vested in both their 401(k) voluntary contributions and in the Corporate safe harbor, matching, and nonelective contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes receivable are secured by the balance in the participant's account and bear interest at rates ranging from 3.25% to 7.75% which are commensurate with local prevailing rates at the time the notes are issued, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments only if the participant is subject to a lifetime required minimum distribution, as defined by the Plan agreement. For termination of service or for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. In-service withdrawal of vested balances may be elected by participants who have reached 59 ½ years of age. The Plan also permits withdrawals of active participants' elective contributions, rollover contributions, matching contributions, and nonelective contributions only in amounts necessary to satisfy financial hardship as defined by the Plan agreement.

Administrative Expenses

The Plan's administrative expenses, including an allocation of salaries related to Plan administration, and legal costs, are paid by the Corporation and qualify as party-in-interest transactions which are exempt from prohibited transaction rules. Fees for trustee and record keeping services are paid by the Plan. Participants are charged directly for fees related to participant notes receivable, participant distributions, and an allocation of investment management fees.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 3 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation in the aggregate fair value of such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the note receivable to be in default, the participant note receivable is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, Plan management has evaluated, for potential recognition or disclosure, significant events or transactions that occurred during the period subsequent to December 31, 2013, the most recent statement of net assets available for benefits presented herein, through October 9, 2014, the date these financial statements were available to be issued. No significant such events or transactions were identified.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A. ("Wells Fargo"), as trustee, has certified the completeness and accuracy of the investment information reflected in (1) the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, (2) the December 31, 2013, schedule of assets (held at end of year), (3) the related investment activity reflected in the statements of changes in net assets available for benefits during 2013 and 2012, and (4) the information presented below. Wells Fargo has also certified the completeness and accuracy of notes receivable from participants and the related interest income as of and for the years ended December 31, 2013 and 2012.

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31:

	2013	2012
Investments at fair value		
Mutual funds		
Fidelity Contrafund	\$ 17,409,083	\$ 12,941,378
PIMCO Total Return Institutional	*	7,680,319
Separately managed accounts - Wells Fargo Bank, N.A.		
Nexteer Moderate Lifestyle	24,153,190	18,156,630
Wells Fargo Advantage Cash Investment MM	18,608,838	23,671,199
Nexteer Growth Lifestyle	8,894,639	8,067,070
Common collective trusts		
SSgA S&P 500 Index Non-Lending Fund CI II	9,581,800	*
Other investments less than 5% of the		
Plan's net assets available for benefits	<u>64,735,929</u>	<u>48,643,374</u>
Total	<u>\$143,383,479</u>	<u>\$119,159,970</u>

* Investment did not represent more than 5% of the Plan's net assets available for benefits at end of year.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows for the years ended December 31:

	2013	2012
Mutual funds	\$ 10,405,484	\$ 5,768,366
Separately managed accounts	3,940,280	3,026,885
Common collective trusts	<u>2,134,441</u>	<u>1,097,960</u>
Net appreciation in fair value of investments	<u>\$ 16,480,205</u>	<u>\$ 9,893,211</u>

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. For financial assets recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets are classified. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Shares held in mutual funds are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities then divided by the number of shares outstanding.

Separately managed accounts: These investments are valued using the NAV of units held by the Plan at year-end as provided by Wells Fargo and are classified as Level 2. The NAV is based on the fair value of the underlying assets owned by the account net of investment management fees.

Common collective trusts: These investments are public investment securities valued using the NAV provided by Wells Fargo and are classified as Level 2. The NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments that are traded on an active market.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The NAV for the separately managed accounts and common collective trusts is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the investment will be sold for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of these investments, the investment advisor reserves the right to temporarily delay withdrawal from the investment to ensure that security liquidations will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

2013	Level 1	Level 2	Level 3	Total
Mutual funds				
Large growth	\$ 17,409,083	\$ -	\$ -	\$ 17,409,083
Intermediate-term bond	9,370,808	-	-	9,370,808
Mid-cap growth	6,886,580	-	-	6,886,580
Short-term bond	5,929,986	-	-	5,929,986
Foreign large blend	5,925,551	-	-	5,925,551
Small growth	5,344,171	-	-	5,344,171
Growth allocation	5,236,585	-	-	5,236,585
High yield bond	3,044,797	-	-	3,044,797
Mid-cap value	2,939,722	-	-	2,939,722
Diversified emerging markets	2,709,265	-	-	2,709,265
Real estate	2,390,665	-	-	2,390,665
Foreign small/mid-growth	2,314,240	-	-	2,314,240
World bond	2,150,389	-	-	2,150,389
Natural resources	2,034,133	-	-	2,034,133
Emerging markets bond	1,469,418	-	-	1,469,418
Large value	1,207,252	-	-	1,207,252
Nontraditional bond	36,114	-	-	36,114
Total mutual funds	76,398,759	-	-	76,398,759
Separately managed accounts				
Moderate allocation	-	24,153,190	-	24,153,190
Conservative allocation	-	20,355,055	-	20,355,055
Growth allocation	-	8,894,639	-	8,894,639
Aggressive allocation	-	3,933,633	-	3,933,633
Total separately managed accounts	-	57,336,517	-	57,336,517
Common collective trusts				
Large blend	-	9,648,203	-	9,648,203
Total investments at fair value	\$ 76,398,759	\$ 66,984,720	\$ -	\$143,383,479

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2012	Level 1	Level 2	Level 3	Total
Mutual funds				
Large growth	\$ 12,941,378	\$ -	\$ -	\$ 12,941,378
Intermediate-term bond	10,415,041	-	-	10,415,041
Foreign large blend	4,582,017	-	-	4,582,017
Mid-cap growth	3,803,156	-	-	3,803,156
Mid-cap value	3,755,311	-	-	3,755,311
Growth allocation	3,450,004	-	-	3,450,004
Diversified emerging markets	3,192,814	-	-	3,192,814
Real estate	2,558,236	-	-	2,558,236
High yield bond	2,565,012	-	-	2,565,012
Small growth	1,991,386	-	-	1,991,386
Large value	1,908,124	-	-	1,908,124
Natural resources	1,818,489	-	-	1,818,489
World bond	1,752,756	-	-	1,752,756
Emerging markets bond	1,710,158	-	-	1,710,158
Foreign small/mid-growth	1,124,942	-	-	1,124,942
Mid-cap blend	997,678	-	-	997,678
Short-term bond	488,742	-	-	488,742
Total mutual funds	<u>59,055,244</u>	<u>-</u>	<u>-</u>	<u>59,055,244</u>
Separately managed accounts				
Conservative allocation	-	24,096,288	-	24,096,288
Moderate allocation	-	19,084,588	-	19,084,588
Growth allocation	-	8,067,070	-	8,067,070
Aggressive allocation	-	2,925,245	-	2,925,245
Total separately managed accounts	<u>-</u>	<u>54,173,191</u>	<u>-</u>	<u>54,173,191</u>
Common collective trusts				
Large blend	-	5,931,535	-	5,931,535
Total investments at fair value	<u>\$ 59,055,244</u>	<u>\$ 60,104,726</u>	<u>\$ -</u>	<u>\$119,159,970</u>

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	2013			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	\$ 24,153,190	\$ -	Daily	Daily
Conservative allocation	20,355,055	-	Daily	Daily
Growth allocation	8,894,639	-	Daily	Daily
Aggressive allocation	3,933,633	-	Daily	Daily
Common collective trusts				
Large blend	9,648,203	-	Daily	Daily

Investment Type	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Conservative allocation	\$ 24,096,288	\$ -	Daily	Daily
Moderate allocation	19,084,588	-	Daily	Daily
Growth allocation	8,067,070	-	Daily	Daily
Aggressive allocation	2,925,245	-	Daily	Daily
Common collective trusts				
Large blend	5,931,535	-	Daily	Daily

The following is a description of the investment strategies for separately managed accounts and common collective trusts at December 31, 2013 and 2012:

Moderate allocation: These funds seek to provide a high level of current income and growth of capital, with greater emphasis on providing current income. Investors typically have a moderate tolerance for risk, a medium time horizon for investing, and can withstand the market risk of fixed income and equity investments.

Conservative allocation: These funds seek to provide a high level of current income, with a minor potential for growth of capital. Investors typically have a relatively low tolerance for risk and/or a relatively shorter time horizon for investing, as well as the ability to withstand some market risk from fixed income and equity investments.

Growth allocation: These funds seek to provide capital preservation and growth of capital, with greater emphasis on growth of capital. Investors typically have a relatively high tolerance for risk but want it balanced with current income, medium to longer time horizon for investing, and can withstand the market risk of equity and fixed income investments.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Aggressive allocation: These funds seek to provide growth of capital. Investors typically have a higher tolerance for risk and/or a longer time horizon for investing, as well as the ability to withstand the market risk of a portfolio invested mostly in equities.

Large blend: These funds seek an investment return that approximates as closely as practicable, before expenses, the performance of the S&P 500 (the "Index") over the long term by investing in a portfolio that owns units of one or more portfolios that hold securities of the S&P 500 Index.

4. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Wells Fargo. Wells Fargo is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for investment services and fees from notes receivable from participants amounted to \$265,595 and \$84,407 for 2013 and 2012, respectively.

5. INCOME TAX STATUS

The Corporation's management adopted the Wells Fargo Defined Contribution Prototype Plan and Trust Agreement document. The Plan document has received an opinion letter from the Internal Revenue Service dated March 31, 2008, stating that the written form of the underlying prototype plan document is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan's Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

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

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Corporation may determine.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in mutual funds, separately managed accounts, and common collective trusts with the underlying assets consisting of any combination of stocks, bonds, fixed income securities, and other 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 fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

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SUPPLEMENTARY INFORMATION

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

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

DECEMBER 31, 2013

PLAN #001

EIN 26-1668808

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Mutual funds		
	Fidelity Investments	Fidelity Contrafund, 181,081 shares	\$ 17,409,083
	Hartford Mutual Funds	Hartford Midcap R5, 243,084 shares	6,886,580
	PIMCO	PIMCO Total Return Institutional, 636,753 shares	6,806,890
	BMO Funds	BMO Small-Cap Growth Y, 239,113 shares	5,344,171
	Oakmark	Oakmark Equity & Income CL I, 160,385 shares	5,236,585
	John Hancock	J. Hancock Federal Dis M/C, 270,115 shares	4,899,895
	Thornburg	Thornburg International Value R5, 108,638 shares	3,478,586
	T. Rowe Price	T. Rowe Price High-Yield, 425,846 shares	3,044,797
	MFS	MFS Value Fund R3, 88,787 shares	2,939,722
	Touchstone	Touchstone Emerging Markets Equity Inst, 243,202 shares	2,709,265
	Loomis Sayles Funds	Loomis Sayles Bond Fund Institutional, 169,124 shares	2,563,918
	Harbor	Harbor International Fund Instl, 34,459 shares	2,446,965
	Nuveen	Nuveen Real Estate Secs I, 121,354 shares	2,390,665
	T. Rowe Price	T. Rowe Price International Discovery, 41,518 shares	2,314,240
	Franklin Templeton Investment	Templeton Global Bond Advantage, 164,277 shares	2,150,389
	Prudential Investments	Prudential Jennison Natural Resources Z, 39,729 shares	2,034,133
	MFS	MFS Emerging Markets Debt R4, 100,922 shares	1,469,418
	Harbor	GRT Value Adv, 79,268 shares	1,207,252
	Vanguard	Vanguard Short Term Federal, 96,270 shares	1,030,091
	PIMCO	PIMCO Unconstrained Bond, 3,256 shares	36,114
	Total mutual funds		76,398,759
	Separately managed accounts		
*	Wells Fargo Bank, N.A.	Nexteer Moderate Lifestyle, 2,018,807 units	24,153,190
*	Wells Fargo Bank, N.A.	Wells Fargo Advantage Cash Investment MM, 18,608,838 units	18,608,838
*	Wells Fargo Bank, N.A.	Nexteer Growth Lifestyle, 729,468 units	8,894,639
*	Wells Fargo Bank, N.A.	Nexteer Aggressive Lifestyle, 328,963 units	3,933,633
*	Wells Fargo Bank, N.A.	Nexteer Moderate Conservative Lifestyle, 92,054 units	1,072,476
*	Wells Fargo Bank, N.A.	Nexteer Conservative Lifestyle, 60,343 units	673,741
	Total separately managed accounts		57,336,517
	Common collective trusts		
	State Street Global Advisors	SSgA S&P 500 Index Non-Lending Fund CI II, 253,125 units	9,581,800
	F Squared	F Squared Alphasector US Equity CL I, 4,791 units	66,403
	Total common collective trusts		9,648,203
	Total investments at fair value		143,383,479
*	Notes receivable from participants	Loans, maturing through October 31, 2028, interest rates from 3.25% - 7.75%, collateral - participant account balances	3,136,322
	Total		\$ 146,519,801

(a) An asterisk in this column identifies a person known to be a party in interest.

The above information has been certified by Wells Fargo Bank, N.A., trustee of the Plan, as complete and accurate.

Nexteer
Automotive
Salaried
401(k)
Retirement
Plan



Years Ended
December 31,
2013 and 2012

Financial
Statements
and
Supplementary
Information

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

October 9, 2014

Nexteer Automotive Corporation
Benefit Plan Administrative Committee
Nexteer Automotive
Salaried 401(k) Retirement Plan
3900 E. Holland Road
Saginaw, Michigan 48601

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the *Nexteer Automotive Salaried 401(k) Retirement Plan* (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Independent Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 2, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and notes receivable from participants, and executes the related transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter- Supplemental Schedule

The December 31, 2013, supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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

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

Rehmann Lohman LLC

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31	
	2013	2012
Investments at fair value		
Mutual funds	\$ 76,398,759	\$ 59,055,244
Separately managed accounts	57,336,517	54,173,191
Common collective trusts	9,648,203	5,931,535
Total investments at fair value	143,383,479	119,159,970
Receivables		
Employer contributions	79,989	112,517
Notes receivable from participants	3,136,322	2,902,005
Total receivables	3,216,311	3,014,522
Total assets	146,599,790	122,174,492
LIABILITIES		
Due to broker for securities purchased (equal to total liabilities)	-	2,492
Net assets available for benefits	\$ 146,599,790	\$ 122,172,000

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

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31	
	2013	2012
Additions to net assets attributed to		
Contributions		
Participant	\$ 10,805,505	\$ 10,866,604
Employer	7,783,472	7,904,803
Rollover	306,456	382,827
	<hr/>	<hr/>
Total contributions	18,895,433	19,154,234
Investment income - dividends	944,519	1,048,647
Other income	224,298	217,185
Interest income - notes receivable from participants	125,653	109,604
	<hr/>	<hr/>
Total additions	20,189,903	20,529,670
Deductions from net assets attributed to		
Benefits paid to participants	11,976,723	7,419,983
Administrative and other expenses	265,595	84,407
	<hr/>	<hr/>
Total deductions	12,242,318	7,504,390
Net appreciation in fair value of investments	16,480,205	9,893,211
	<hr/>	<hr/>
Net increase	24,427,790	22,918,491
Net assets available for benefits		
Beginning of year	122,172,000	99,253,509
	<hr/>	<hr/>
End of year	\$ 146,599,790	\$ 122,172,000
	<hr/>	<hr/>

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

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of the *Nexteer Automotive Salaried 401(k) Retirement Plan* (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

Description of the Plan

General

The Plan was established with an effective date of January 1, 2011. The Plan is a defined contribution plan covering all eligible salaried employees of *Nexteer Automotive Corporation* (the “Corporation”) who are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

For purposes of the Plan, ineligible employees include: employees whose employment with the Corporation is governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining; hourly-paid employees; part-time, temporary or seasonal employees; leased employees; and individuals hired by the Corporation and characterized as co-op students, interns, and/or working on a per diem basis.

Contributions

Each year participants may contribute up to 75%, but not less than 1%, of pretax annual compensation, as defined in the Plan agreement. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Corporation will make annual safe harbor contributions equal to 3% of each participant’s Plan year compensation. The safe harbor contribution is provided to all employees that are eligible to participate in the Plan, regardless of whether or not they are employed by the Corporation on the last day of the Plan year.

The Corporation will also make matching contributions equal to 100% of elective deferrals, up to (1) 3% of each participant’s plan year compensation if hired on or after January 1, 2011; or (2) 5% of each participant’s plan year compensation if hired before January 1, 2011. The Corporation may also elect to make additional discretionary nonelective contributions. No such additional discretionary contributions were made in 2013 or 2012.

Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers mutual funds, separately managed accounts and common collective trusts as investment options for participants. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Participant Accounts

Each participant's account is credited with the participant's contribution and the Corporation's safe harbor, matching, and nonelective contributions (when made) and an allocation of Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings 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.

Vesting

Participants are immediately vested in both their 401(k) voluntary contributions and in the Corporate safe harbor, matching, and nonelective contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes receivable are secured by the balance in the participant's account and bear interest at rates ranging from 3.25% to 7.75% which are commensurate with local prevailing rates at the time the notes are issued, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments only if the participant is subject to a lifetime required minimum distribution, as defined by the Plan agreement. For termination of service or for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. In-service withdrawal of vested balances may be elected by participants who have reached 59 ½ years of age. The Plan also permits withdrawals of active participants' elective contributions, rollover contributions, matching contributions, and nonelective contributions only in amounts necessary to satisfy financial hardship as defined by the Plan agreement.

Administrative Expenses

The Plan's administrative expenses, including an allocation of salaries related to Plan administration, and legal costs, are paid by the Corporation and qualify as party-in-interest transactions which are exempt from prohibited transaction rules. Fees for trustee and record keeping services are paid by the Plan. Participants are charged directly for fees related to participant notes receivable, participant distributions, and an allocation of investment management fees.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. See Note 3 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation in the aggregate fair value of such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the note receivable to be in default, the participant note receivable is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing these financial statements, Plan management has evaluated, for potential recognition or disclosure, significant events or transactions that occurred during the period subsequent to December 31, 2013, the most recent statement of net assets available for benefits presented herein, through October 9, 2014, the date these financial statements were available to be issued. No significant such events or transactions were identified.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. INVESTMENTS

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A. ("Wells Fargo"), as trustee, has certified the completeness and accuracy of the investment information reflected in (1) the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, (2) the December 31, 2013, schedule of assets (held at end of year), (3) the related investment activity reflected in the statements of changes in net assets available for benefits during 2013 and 2012, and (4) the information presented below. Wells Fargo has also certified the completeness and accuracy of notes receivable from participants and the related interest income as of and for the years ended December 31, 2013 and 2012.

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31:

	2013	2012
Investments at fair value		
Mutual funds		
Fidelity Contrafund	\$ 17,409,083	\$ 12,941,378
PIMCO Total Return Institutional	*	7,680,319
Separately managed accounts - Wells Fargo Bank, N.A.		
Nexteer Moderate Lifestyle	24,153,190	18,156,630
Wells Fargo Advantage Cash Investment MM	18,608,838	23,671,199
Nexteer Growth Lifestyle	8,894,639	8,067,070
Common collective trusts		
SSgA S&P 500 Index Non-Lending Fund CI II	9,581,800	*
Other investments less than 5% of the		
Plan's net assets available for benefits	<u>64,735,929</u>	<u>48,643,374</u>
Total	<u>\$143,383,479</u>	<u>\$119,159,970</u>

* Investment did not represent more than 5% of the Plan's net assets available for benefits at end of year.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows for the years ended December 31:

	2013	2012
Mutual funds	\$ 10,405,484	\$ 5,768,366
Separately managed accounts	3,940,280	3,026,885
Common collective trusts	<u>2,134,441</u>	<u>1,097,960</u>
Net appreciation in fair value of investments	<u>\$ 16,480,205</u>	<u>\$ 9,893,211</u>

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. For financial assets recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets are classified. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Shares held in mutual funds are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities then divided by the number of shares outstanding.

Separately managed accounts: These investments are valued using the NAV of units held by the Plan at year-end as provided by Wells Fargo and are classified as Level 2. The NAV is based on the fair value of the underlying assets owned by the account net of investment management fees.

Common collective trusts: These investments are public investment securities valued using the NAV provided by Wells Fargo and are classified as Level 2. The NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments that are traded on an active market.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The NAV for the separately managed accounts and common collective trusts is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the investment will be sold for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of these investments, the investment advisor reserves the right to temporarily delay withdrawal from the investment to ensure that security liquidations will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31:

2013	Level 1	Level 2	Level 3	Total
Mutual funds				
Large growth	\$ 17,409,083	\$ -	\$ -	\$ 17,409,083
Intermediate-term bond	9,370,808	-	-	9,370,808
Mid-cap growth	6,886,580	-	-	6,886,580
Short-term bond	5,929,986	-	-	5,929,986
Foreign large blend	5,925,551	-	-	5,925,551
Small growth	5,344,171	-	-	5,344,171
Growth allocation	5,236,585	-	-	5,236,585
High yield bond	3,044,797	-	-	3,044,797
Mid-cap value	2,939,722	-	-	2,939,722
Diversified emerging markets	2,709,265	-	-	2,709,265
Real estate	2,390,665	-	-	2,390,665
Foreign small/mid-growth	2,314,240	-	-	2,314,240
World bond	2,150,389	-	-	2,150,389
Natural resources	2,034,133	-	-	2,034,133
Emerging markets bond	1,469,418	-	-	1,469,418
Large value	1,207,252	-	-	1,207,252
Nontraditional bond	36,114	-	-	36,114
Total mutual funds	76,398,759	-	-	76,398,759
Separately managed accounts				
Moderate allocation	-	24,153,190	-	24,153,190
Conservative allocation	-	20,355,055	-	20,355,055
Growth allocation	-	8,894,639	-	8,894,639
Aggressive allocation	-	3,933,633	-	3,933,633
Total separately managed accounts	-	57,336,517	-	57,336,517
Common collective trusts				
Large blend	-	9,648,203	-	9,648,203
Total investments at fair value	\$ 76,398,759	\$ 66,984,720	\$ -	\$143,383,479

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2012	Level 1	Level 2	Level 3	Total
Mutual funds				
Large growth	\$ 12,941,378	\$ -	\$ -	\$ 12,941,378
Intermediate-term bond	10,415,041	-	-	10,415,041
Foreign large blend	4,582,017	-	-	4,582,017
Mid-cap growth	3,803,156	-	-	3,803,156
Mid-cap value	3,755,311	-	-	3,755,311
Growth allocation	3,450,004	-	-	3,450,004
Diversified emerging markets	3,192,814	-	-	3,192,814
Real estate	2,558,236	-	-	2,558,236
High yield bond	2,565,012	-	-	2,565,012
Small growth	1,991,386	-	-	1,991,386
Large value	1,908,124	-	-	1,908,124
Natural resources	1,818,489	-	-	1,818,489
World bond	1,752,756	-	-	1,752,756
Emerging markets bond	1,710,158	-	-	1,710,158
Foreign small/mid-growth	1,124,942	-	-	1,124,942
Mid-cap blend	997,678	-	-	997,678
Short-term bond	488,742	-	-	488,742
Total mutual funds	<u>59,055,244</u>	<u>-</u>	<u>-</u>	<u>59,055,244</u>
Separately managed accounts				
Conservative allocation	-	24,096,288	-	24,096,288
Moderate allocation	-	19,084,588	-	19,084,588
Growth allocation	-	8,067,070	-	8,067,070
Aggressive allocation	-	2,925,245	-	2,925,245
Total separately managed accounts	<u>-</u>	<u>54,173,191</u>	<u>-</u>	<u>54,173,191</u>
Common collective trusts				
Large blend	-	5,931,535	-	5,931,535
Total investments at fair value	<u>\$ 59,055,244</u>	<u>\$ 60,104,726</u>	<u>\$ -</u>	<u>\$119,159,970</u>

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	2013			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	\$ 24,153,190	\$ -	Daily	Daily
Conservative allocation	20,355,055	-	Daily	Daily
Growth allocation	8,894,639	-	Daily	Daily
Aggressive allocation	3,933,633	-	Daily	Daily
Common collective trusts				
Large blend	9,648,203	-	Daily	Daily

Investment Type	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Conservative allocation	\$ 24,096,288	\$ -	Daily	Daily
Moderate allocation	19,084,588	-	Daily	Daily
Growth allocation	8,067,070	-	Daily	Daily
Aggressive allocation	2,925,245	-	Daily	Daily
Common collective trusts				
Large blend	5,931,535	-	Daily	Daily

The following is a description of the investment strategies for separately managed accounts and common collective trusts at December 31, 2013 and 2012:

Moderate allocation: These funds seek to provide a high level of current income and growth of capital, with greater emphasis on providing current income. Investors typically have a moderate tolerance for risk, a medium time horizon for investing, and can withstand the market risk of fixed income and equity investments.

Conservative allocation: These funds seek to provide a high level of current income, with a minor potential for growth of capital. Investors typically have a relatively low tolerance for risk and/or a relatively shorter time horizon for investing, as well as the ability to withstand some market risk from fixed income and equity investments.

Growth allocation: These funds seek to provide capital preservation and growth of capital, with greater emphasis on growth of capital. Investors typically have a relatively high tolerance for risk but want it balanced with current income, medium to longer time horizon for investing, and can withstand the market risk of equity and fixed income investments.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Aggressive allocation: These funds seek to provide growth of capital. Investors typically have a higher tolerance for risk and/or a longer time horizon for investing, as well as the ability to withstand the market risk of a portfolio invested mostly in equities.

Large blend: These funds seek an investment return that approximates as closely as practicable, before expenses, the performance of the S&P 500 (the "Index") over the long term by investing in a portfolio that owns units of one or more portfolios that hold securities of the S&P 500 Index.

4. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Wells Fargo. Wells Fargo is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for investment services and fees from notes receivable from participants amounted to \$265,595 and \$84,407 for 2013 and 2012, respectively.

5. INCOME TAX STATUS

The Corporation's management adopted the Wells Fargo Defined Contribution Prototype Plan and Trust Agreement document. The Plan document has received an opinion letter from the Internal Revenue Service dated March 31, 2008, stating that the written form of the underlying prototype plan document is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan's Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

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

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Corporation may determine.

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. RISKS AND UNCERTAINTIES

The Plan invests in mutual funds, separately managed accounts, and common collective trusts with the underlying assets consisting of any combination of stocks, bonds, fixed income securities, and other 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 fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

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SUPPLEMENTARY INFORMATION

NEXTEER AUTOMOTIVE SALARIED 401(k) RETIREMENT PLAN

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

DECEMBER 31, 2013

PLAN #001

EIN 26-1668808

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Mutual funds		
	Fidelity Investments	Fidelity Contrafund, 181,081 shares	\$ 17,409,083
	Hartford Mutual Funds	Hartford Midcap R5, 243,084 shares	6,886,580
	PIMCO	PIMCO Total Return Institutional, 636,753 shares	6,806,890
	BMO Funds	BMO Small-Cap Growth Y, 239,113 shares	5,344,171
	Oakmark	Oakmark Equity & Income CL I, 160,385 shares	5,236,585
	John Hancock	J. Hancock Federal Dis M/C, 270,115 shares	4,899,895
	Thornburg	Thornburg International Value R5, 108,638 shares	3,478,586
	T. Rowe Price	T. Rowe Price High-Yield, 425,846 shares	3,044,797
	MFS	MFS Value Fund R3, 88,787 shares	2,939,722
	Touchstone	Touchstone Emerging Markets Equity Inst, 243,202 shares	2,709,265
	Loomis Sayles Funds	Loomis Sayles Bond Fund Institutional, 169,124 shares	2,563,918
	Harbor	Harbor International Fund Instl, 34,459 shares	2,446,965
	Nuveen	Nuveen Real Estate Secs I, 121,354 shares	2,390,665
	T. Rowe Price	T. Rowe Price International Discovery, 41,518 shares	2,314,240
	Franklin Templeton Investment	Templeton Global Bond Advantage, 164,277 shares	2,150,389
	Prudential Investments	Prudential Jennison Natural Resources Z, 39,729 shares	2,034,133
	MFS	MFS Emerging Markets Debt R4, 100,922 shares	1,469,418
	Harbor	GRT Value Adv, 79,268 shares	1,207,252
	Vanguard	Vanguard Short Term Federal, 96,270 shares	1,030,091
	PIMCO	PIMCO Unconstrained Bond, 3,256 shares	36,114
	Total mutual funds		76,398,759
	Separately managed accounts		
*	Wells Fargo Bank, N.A.	Nexteer Moderate Lifestyle, 2,018,807 units	24,153,190
*	Wells Fargo Bank, N.A.	Wells Fargo Advantage Cash Investment MM, 18,608,838 units	18,608,838
*	Wells Fargo Bank, N.A.	Nexteer Growth Lifestyle, 729,468 units	8,894,639
*	Wells Fargo Bank, N.A.	Nexteer Aggressive Lifestyle, 328,963 units	3,933,633
*	Wells Fargo Bank, N.A.	Nexteer Moderate Conservative Lifestyle, 92,054 units	1,072,476
*	Wells Fargo Bank, N.A.	Nexteer Conservative Lifestyle, 60,343 units	673,741
	Total separately managed accounts		57,336,517
	Common collective trusts		
	State Street Global Advisors	SSgA S&P 500 Index Non-Lending Fund CI II, 253,125 units	9,581,800
	F Squared	F Squared Alphasector US Equity CL I, 4,791 units	66,403
	Total common collective trusts		9,648,203
	Total investments at fair value		143,383,479
*	Notes receivable from participants	Loans, maturing through October 31, 2028, interest rates from 3.25% - 7.75%, collateral - participant account balances	3,136,322
	Total		\$ 146,519,801

(a) An asterisk in this column identifies a person known to be a party in interest.

The above information has been certified by Wells Fargo Bank, N.A., trustee of the Plan, as complete and accurate.