Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
NEXTEER AUTOMOTIVE HOURLY 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2011

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

NEXTEER AUTOMOTIVE CORPORATION

3900 E. HOLLAND ROAD
SAGINAW, MI 48601

2b Employer Identification Number (EIN)
26-1668808

2c Sponsor's telephone number
989-757-5000

2d Business code (see instructions)
336300

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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	2673
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**	2733
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	197
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2930
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	10
f	Total. Add lines **6d** and **6e**.	**6f**	2940
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2462
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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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 HOURLY 401(K) RETIREMENT PLAN	**B** Three-digit plan number (PN) ▶ 002
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)

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).. . . . . [X] 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 MASTER FUNDS

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

VANGUARD

23-1945930

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

JOHN HANCOCK

04-3483032

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 49 52 60 62 63 64	SERVICE PROVIDER	1160	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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 HOURLY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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)

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6318721-003	C	1753

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-078	C	1094847

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
NEXTEER AUTOMOTIVE HOURLY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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 Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	637866	
(2) Participant contributions	1b(2)	170745	
(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)	4615446	5960358
(9) Value of interest in common/collective trusts	1c(9)	813731	1096600
(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)	49242878	63656062
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	55480666	70713020
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	821	
k Total liabilities (add all amounts in lines 1g through1j)	1k	821	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	55479845	70713020

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)	5146160	
(B) Participants	2a(1)(B)	5274415	
(C) Others (including rollovers)	2a(1)(C)	164320	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		10584895
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)	208282	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		208282
(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)	237784	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		237784
(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)		260425
(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)		6946254
c Other income	2c		123404
d Total income. Add all **income** amounts in column (b) and enter total	2d		18361044
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2471443	
(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)		2471443
f Corrective distributions (see instructions)	2f		401409
g Certain deemed distributions of participant loans (see instructions)	2g		253857
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)	1160	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1160
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3127869
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		15233175
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)** [X] Disclaimer **(4)** [ ] Adverse

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

		Yes	No	Amount
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.)	4a	X		765060
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.)	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.)	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.)	4d		X	
e	Was this plan covered by a fidelity bond?	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?	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?	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?	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.)	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.)	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	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.

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

A Name of plan
NEXTEER AUTOMOTIVE HOURLY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

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 Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Nexteer Automotive Hourly 401(k) Retirement Plan

Years Ended December 31, 2013 and 2012

Financial Statements and Supplementary Information

Rehmann
Business wisdom delivered.

NEXTEER AUTOMOTIVE HOURLY 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.

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INDEPENDENT AUDITORS' REPORT

October 9, 2014

Nexteer Automotive Corporation
Benefit Plan Administrative Committee
Nexteer Automotive
Hourly 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 *Nexteer Automotive Hourly 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 Schedules

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

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

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

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31	
	2013	2012
Investments at fair value		
Separately managed accounts	$ 39,414,098	$ 30,612,699
Mutual funds	24,241,964	18,630,179
Common collective trusts	1,096,600	813,731
Total investments at fair value	**64,752,662**	**50,056,609**
Receivables		
Participant contributions	-	170,745
Employer contributions	-	637,866
Notes receivable from participants	5,960,358	4,615,446
Total receivables	**5,960,358**	**5,424,057**
Total assets	**70,713,020**	**55,480,666**
LIABILITIES		
Due to broker for securities purchased (equal to total liabilities)	-	821
Net assets available for benefits	**$ 70,713,020**	**$ 55,479,845**

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

NEXTEER AUTOMOTIVE HOURLY 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	$ 5,274,415	$ 4,741,212
Employer	5,146,160	5,342,302
Rollover	164,320	413,749
Total contributions	**10,584,895**	**10,497,263**
Investment income - dividends	237,784	283,118
Interest income - notes receivable from participants	208,282	150,522
Other income	123,404	82,859
Total additions	**11,154,365**	**11,013,762**
Deductions from net assets attributed to		
Benefits paid to participants	3,126,709	4,308,493
Investment expenses	1,160	49,037
Total deductions	**3,127,869**	**4,357,530**
Net appreciation in fair value of investments	7,206,679	4,455,742
Net increase	**15,233,175**	**11,111,974**
Net assets available for benefits		
Beginning of year	55,479,845	44,367,871
End of year	**$70,713,020**	**$ 55,479,845**

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

NEXTEER AUTOMOTIVE HOURLY 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 Hourly 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 eligible hourly employees of *Nexteer Automotive Corporation* (the "Corporation") who have obtained six months of service and are age eighteen or older. For purposes of the Plan, ineligible employees include employees not covered by a collective bargaining agreement between the Corporation and the United Automobile Aerospace and Agricultural Implement Workers of America. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants may contribute up to 60%, 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 contributions). 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 1% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

For eligible participants, the Corporation contributes 30% of the employees' contribution, up to a maximum of 7% of each participants' eligible wages, limited to 2,080 hours, as matching contributions. The Corporation also contributes 5.4% of the participants' eligible wages, limited to 2,080 hours, and $0.50 per compensable hour worked during the Plan year as nonelective contributions.

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.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Corporation's matching and nonelective contributions 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.

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately vested in their 401(k) voluntary contributions and in corporate 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 8.25%, which are commensurate with local prevailing rates at the time the notes are issued, as determined periodically 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, Corporation matching contributions, and nonelective contributions only in amounts necessary to satisfy financial hardship as defined by the Plan agreement.

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. Participants are charged an allocation of investment fees.

Summary of Significant Accounting Policies

Basis of Accounting

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

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.

NOTES TO FINANCIAL STATEMENTS

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 but 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.

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

NOTES TO FINANCIAL STATEMENTS

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		
Separately managed accounts - Wells Fargo Bank, N.A.		
Nexteer Moderate Lifestyle	$ 25,404,649	$ 17,104,021
Wells Fargo Advantage Cash Investment MM	7,246,363	7,804,557
Nexteer Growth Lifestyle	4,538,423	4,062,094
Mutual funds		
Oakmark Equity & Income CL I	6,725,931	5,718,910
Fidelity Contrafund	5,902,785	4,067,907
Other investments less than 5% of the Plan's net assets available for benefits	14,934,511	11,299,120
Total	**$ 64,752,662**	**$ 50,056,609**

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	$ 3,913,971	$ 1,909,267
Separately managed accounts	3,032,283	2,345,728
Common collective trusts	260,425	200,747
Net appreciation in fair value of investments	**$ 7,206,679**	**$ 4,455,742**

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.

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.

NOTES TO FINANCIAL STATEMENTS

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
Separately managed accounts				
Moderate allocation	$ -	$ 25,404,649	$ -	$ 25,404,649
Conservative allocation	-	7,905,422	-	7,905,422
Growth allocation	-	4,538,423	-	4,538,423
Aggressive allocation	-	1,565,604	-	1,565,604
Total separately managed accounts	-	39,414,098	-	39,414,098
Mutual funds				
Growth allocation	6,725,931	-	-	6,725,931
Large growth	5,902,785	-	-	5,902,785
Mid-cap growth	1,886,108	-	-	1,886,108
Intermediate-term bond	1,443,835	-	-	1,443,835
Short-term bond	1,245,843	-	-	1,245,843
Small growth	1,186,123	-	-	1,186,123
Foreign small/mid-growth	1,024,878	-	-	1,024,878
Real estate	721,462	-	-	721,462
High yield bond	716,609	-	-	716,609
Emerging markets bond	693,819	-	-	693,819
Mid-cap value	588,740	-	-	588,740
Diversified emerging markets	505,799	-	-	505,799
World bond	419,668	-	-	419,668
Foreign large blend	405,896	-	-	405,896
Large value	397,880	-	-	397,880
Natural resources	363,689	-	-	363,689
Nontraditional	12,899	-	-	12,899
Total mutual funds	24,241,964	-	-	24,241,964
Common collective trusts				
Large blend	-	1,096,600	-	1,096,600
Total investments at fair value	**$24,241,964**	**$40,510,698**	**$ -**	**$64,752,662**

NOTES TO FINANCIAL STATEMENTS

2012	Level 1	Level 2	Level 3	Total
Separately managed accounts				
Moderate allocation	$ -	$ 17,420,645	$ -	$ 17,420,645
Conservative allocation	-	7,955,620	-	7,955,620
Growth allocation	-	4,062,094	-	4,062,094
Aggressive allocation	-	1,174,340	-	1,174,340
Total separately managed accounts	-	30,612,699	-	30,612,699
Mutual funds				
Growth allocation	5,718,910	-	-	5,718,910
Large growth	4,067,907	-	-	4,067,907
Intermediate-term bond	1,464,883	-	-	1,464,883
Mid-cap growth	997,700	-	-	997,700
Foreign large blend	846,766	-	-	846,766
Mid-cap value	746,215	-	-	746,215
Real estate	723,880	-	-	723,880
Foreign small/mid-growth	694,634	-	-	694,634
Emerging markets bond	669,622	-	-	669,622
Diversified emerging markets	646,081	-	-	646,081
Small growth	428,916	-	-	428,916
World bond	421,981	-	-	421,981
Large value	395,981	-	-	395,981
Natural resources	335,810	-	-	335,810
Mid-cap blend	215,388	-	-	215,388
High yield bond	178,618	-	-	178,618
Short-term bond	76,887	-	-	76,887
Total mutual funds	18,630,179	-	-	18,630,179
Common collective trusts				
Large blend	-	813,731	-	813,731
Total investments at fair value	**$18,630,179**	**$ 31,426,430**	**$ -**	**$50,056,609**

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:

	2013			
Investment Type	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	$ 25,404,649	$ -	Daily	Daily
Conservative allocation	7,905,422	-	Daily	Daily
Growth allocation	4,538,423	-	Daily	Daily
Aggressive allocation	1,565,604	-	Daily	Daily
Common collective trusts				
Large blend	1,096,600	-	Daily	Daily

	2012			
Investment Type	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	$ 17,420,645	$ -	Daily	Daily
Conservative allocation	7,995,620	-	Daily	Daily
Growth allocation	4,062,094	-	Daily	Daily
Aggressive allocation	1,174,340	-	Daily	Daily
Common collective trusts				
Large blend	813,731	-	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.

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 amounted to $1,160 and $49,037 for 2013 and 2012, respectively.

5. INCOME TAX STATUS

The Corporation's management adopted the Wells Fargo Defined Contribution Prototype Plan and Trust Agreement plan 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 would be allocated to participant accounts and distributed in such a manner as the Corporation may determine.

NOTES TO FINANCIAL STATEMENTS

7. DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2013 and 2012, the Corporation was untimely in remitting certain participant contributions, including participant loan repayments, in the amounts of $533,192 and $231,868, respectively. Late remittances of participant contributions constitute a prohibited transaction under ERISA section 406, regardless of materiality. The Corporation remitted the delinquent participant contributions, as well as the related Corporate matching contributions and lost earnings in January and February 2013.

8. 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.

SUPPLEMENTARY INFORMATION

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
PLAN #002
EIN 26-1668808

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			
Check here if late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside of Voluntary Fiduciary Correction Program (VFCP)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and Prohibited Transaction Exemption 2002-51
December 21, 2012	$ -	$ 121,135	$ -	$ -
December 28, 2012	-	110,733	-	-
January 4, 2013	-	135,223	-	-
January 11, 2013	-	133,127	-	-
January 18, 2013	-	135,128	-	-
January 25, 2013	-	129,714	-	-
Total	**$ -**	**$ 765,060**	**$ -**	**$ -**

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
PLAN #002
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
	Separately managed accounts		
*	Wells Fargo Bank, N.A.	Nexteer Moderate Lifestyle, 2,120,397 units	$ 25,404,649
*	Wells Fargo Bank, N.A.	Wells Fargo Advantage Cash Investment MM, 7,246,363 units	7,246,363
*	Wells Fargo Bank, N.A.	Nexteer Growth Lifestyle, 372,298 units	4,538,423
*	Wells Fargo Bank, N.A.	Nexteer Aggressive Lifestyle, 130,869 units	1,565,604
*	Wells Fargo Bank, N.A.	Nexteer Moderate Conservative Lifestyle, 35,848 units	417,622
*	Wells Fargo Bank, N.A.	Nexteer Conservative Lifestyle, 21,671 units	241,437
	Total separately managed accounts		**39,414,098**
	Mutual funds		
	Oakmark	Oakmark Equity & Income CL I, 206,001 shares	6,725,931
	Fidelity Investments	Fidelity Contrafund, 61,398 shares	5,902,785
	Hartford Mutual Funds	Hartford Midcap R5, 66,576 shares	1,886,108
	BMO Funds	BMO Small-Cap Growth Y, 53,070 shares	1,186,123
	John Hancock	J. Hancock Federal Dis M/C, 59,011 shares	1,070,454
	PIMCO	PIMCO Total Return Institutional, 79,419 shares	848,987
	Nuveen	Nuveen Real Estate Secs I, 36,622 shares	721,462
	T. Rowe Price	T. Rowe Price High-Yield, 100,225 shares	716,609
	MFS	MFS Emerging Markets Debt R4, 47,652 shares	693,819
	Thornburg	Thornburg International Value R5, 21,568 shares	690,615
	Loomis Sayles Funds	Loomis Sayles Bond Fund Institutional, 39,238 shares	594,848
	MFS	MFS Value Fund R3, 17,781 shares	588,740
	Touchstone	Touchstone Emerging Markets Equity Inst, 45,404 shares	505,799
	Franklin Templeton Investment	Templeton Global Bond Advantage, 32,060 shares	419,668
	Harbor	Harbor International Fund Instl, 5,716 shares	405,896
	GRT	GRT Value Adv, 26,125 shares	397,880
	Prudential Investments	Prudential Jennison Natural Resources Z, 7,103 shares	363,689
	T. Rowe Price	T. Rowe Price International Discovery, 5,997 shares	334,263
	Vanguard	Vanguard Short Term Federal, 16,392 shares	175,389
	PIMCO	PIMCO Unconstrained Bond, 1,163 shares	12,899
	Total mutual funds		**24,241,964**
	Common collective trusts		
	State Street Global Advisors	SSgA S&P 500 Index Non-Lending Fund Cl II, 28,923 units	1,094,847
	F-Squared	F-Squared Alphasector US Equity CL I, 126 units	1,753
	Total common collective trusts		**1,096,600**
	Total investments at fair value		**64,752,662**
*	Notes receivable from participants	Loans, maturing through March 3, 2028, interest rates from 3.25% - 8.25%, collateral - participant account balances	5,960,358
	Total		**$ 70,713,020**

(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 Hourly 401(k) Retirement Plan

Years Ended December 31, 2013 and 2012

Financial Statements and Supplementary Information

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NEXTEER AUTOMOTIVE HOURLY 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.

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INDEPENDENT AUDITORS' REPORT

October 9, 2014

Nexteer Automotive Corporation
Benefit Plan Administrative Committee
Nexteer Automotive
Hourly 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 *Nexteer Automotive Hourly 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 Schedules

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

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

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

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31	
	2013	2012
Investments at fair value		
Separately managed accounts	$ 39,414,098	$ 30,612,699
Mutual funds	24,241,964	18,630,179
Common collective trusts	1,096,600	813,731
Total investments at fair value	**64,752,662**	**50,056,609**
Receivables		
Participant contributions	-	170,745
Employer contributions	-	637,866
Notes receivable from participants	5,960,358	4,615,446
Total receivables	**5,960,358**	**5,424,057**
Total assets	**70,713,020**	**55,480,666**
LIABILITIES		
Due to broker for securities purchased (equal to total liabilities)	-	821
Net assets available for benefits	**$ 70,713,020**	**$ 55,479,845**

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

NEXTEER AUTOMOTIVE HOURLY 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	$ 5,274,415	$ 4,741,212
Employer	5,146,160	5,342,302
Rollover	164,320	413,749
Total contributions	**10,584,895**	**10,497,263**
Investment income - dividends	237,784	283,118
Interest income - notes receivable from participants	208,282	150,522
Other income	123,404	82,859
Total additions	**11,154,365**	**11,013,762**
Deductions from net assets attributed to		
Benefits paid to participants	3,126,709	4,308,493
Investment expenses	1,160	49,037
Total deductions	**3,127,869**	**4,357,530**
Net appreciation in fair value of investments	7,206,679	4,455,742
Net increase	**15,233,175**	**11,111,974**
Net assets available for benefits		
Beginning of year	55,479,845	44,367,871
End of year	**$70,713,020**	**$ 55,479,845**

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

NEXTEER AUTOMOTIVE HOURLY 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 Hourly 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 eligible hourly employees of *Nexteer Automotive Corporation* (the "Corporation") who have obtained six months of service and are age eighteen or older. For purposes of the Plan, ineligible employees include employees not covered by a collective bargaining agreement between the Corporation and the United Automobile Aerospace and Agricultural Implement Workers of America. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants may contribute up to 60%, 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 contributions). 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 1% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

For eligible participants, the Corporation contributes 30% of the employees' contribution, up to a maximum of 7% of each participants' eligible wages, limited to 2,080 hours, as matching contributions. The Corporation also contributes 5.4% of the participants' eligible wages, limited to 2,080 hours, and $0.50 per compensable hour worked during the Plan year as nonelective contributions.

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.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Corporation's matching and nonelective contributions 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.

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately vested in their 401(k) voluntary contributions and in corporate 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 8.25%, which are commensurate with local prevailing rates at the time the notes are issued, as determined periodically 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, Corporation matching contributions, and nonelective contributions only in amounts necessary to satisfy financial hardship as defined by the Plan agreement.

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. Participants are charged an allocation of investment fees.

Summary of Significant Accounting Policies

Basis of Accounting

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

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.

NOTES TO FINANCIAL STATEMENTS

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 but 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.

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

NOTES TO FINANCIAL STATEMENTS

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		
Separately managed accounts - Wells Fargo Bank, N.A.		
Nexteer Moderate Lifestyle	$ 25,404,649	$ 17,104,021
Wells Fargo Advantage Cash Investment MM	7,246,363	7,804,557
Nexteer Growth Lifestyle	4,538,423	4,062,094
Mutual funds		
Oakmark Equity & Income CL I	6,725,931	5,718,910
Fidelity Contrafund	5,902,785	4,067,907
Other investments less than 5% of the Plan's net assets available for benefits	14,934,511	11,299,120
Total	**$ 64,752,662**	**$ 50,056,609**

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	$ 3,913,971	$ 1,909,267
Separately managed accounts	3,032,283	2,345,728
Common collective trusts	260,425	200,747
Net appreciation in fair value of investments	**$ 7,206,679**	**$ 4,455,742**

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.

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.

NOTES TO FINANCIAL STATEMENTS

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
Separately managed accounts				
Moderate allocation	$ -	$ 25,404,649	$ -	$ 25,404,649
Conservative allocation	-	7,905,422	-	7,905,422
Growth allocation	-	4,538,423	-	4,538,423
Aggressive allocation	-	1,565,604	-	1,565,604
Total separately managed accounts	-	39,414,098	-	39,414,098
Mutual funds				
Growth allocation	6,725,931	-	-	6,725,931
Large growth	5,902,785	-	-	5,902,785
Mid-cap growth	1,886,108	-	-	1,886,108
Intermediate-term bond	1,443,835	-	-	1,443,835
Short-term bond	1,245,843	-	-	1,245,843
Small growth	1,186,123	-	-	1,186,123
Foreign small/mid-growth	1,024,878	-	-	1,024,878
Real estate	721,462	-	-	721,462
High yield bond	716,609	-	-	716,609
Emerging markets bond	693,819	-	-	693,819
Mid-cap value	588,740	-	-	588,740
Diversified emerging markets	505,799	-	-	505,799
World bond	419,668	-	-	419,668
Foreign large blend	405,896	-	-	405,896
Large value	397,880	-	-	397,880
Natural resources	363,689	-	-	363,689
Nontraditional	12,899	-	-	12,899
Total mutual funds	24,241,964	-	-	24,241,964
Common collective trusts				
Large blend	-	1,096,600	-	1,096,600
Total investments at fair value	**$24,241,964**	**$40,510,698**	**$ -**	**$64,752,662**

NOTES TO FINANCIAL STATEMENTS

2012	Level 1	Level 2	Level 3	Total
Separately managed accounts				
Moderate allocation	$ -	$ 17,420,645	$ -	$ 17,420,645
Conservative allocation	-	7,955,620	-	7,955,620
Growth allocation	-	4,062,094	-	4,062,094
Aggressive allocation	-	1,174,340	-	1,174,340
Total separately managed accounts	-	30,612,699	-	30,612,699
Mutual funds				
Growth allocation	5,718,910	-	-	5,718,910
Large growth	4,067,907	-	-	4,067,907
Intermediate-term bond	1,464,883	-	-	1,464,883
Mid-cap growth	997,700	-	-	997,700
Foreign large blend	846,766	-	-	846,766
Mid-cap value	746,215	-	-	746,215
Real estate	723,880	-	-	723,880
Foreign small/mid-growth	694,634	-	-	694,634
Emerging markets bond	669,622	-	-	669,622
Diversified emerging markets	646,081	-	-	646,081
Small growth	428,916	-	-	428,916
World bond	421,981	-	-	421,981
Large value	395,981	-	-	395,981
Natural resources	335,810	-	-	335,810
Mid-cap blend	215,388	-	-	215,388
High yield bond	178,618	-	-	178,618
Short-term bond	76,887	-	-	76,887
Total mutual funds	18,630,179	-	-	18,630,179
Common collective trusts				
Large blend	-	813,731	-	813,731
Total investments at fair value	**$18,630,179**	**$ 31,426,430**	**$ -**	**$50,056,609**

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:

	2013			
Investment Type	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	$ 25,404,649	$ -	Daily	Daily
Conservative allocation	7,905,422	-	Daily	Daily
Growth allocation	4,538,423	-	Daily	Daily
Aggressive allocation	1,565,604	-	Daily	Daily
Common collective trusts				
Large blend	1,096,600	-	Daily	Daily

	2012			
Investment Type	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	$ 17,420,645	$ -	Daily	Daily
Conservative allocation	7,995,620	-	Daily	Daily
Growth allocation	4,062,094	-	Daily	Daily
Aggressive allocation	1,174,340	-	Daily	Daily
Common collective trusts				
Large blend	813,731	-	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.

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 amounted to $1,160 and $49,037 for 2013 and 2012, respectively.

5. INCOME TAX STATUS

The Corporation's management adopted the Wells Fargo Defined Contribution Prototype Plan and Trust Agreement plan 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 would be allocated to participant accounts and distributed in such a manner as the Corporation may determine.

NOTES TO FINANCIAL STATEMENTS

7. DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2013 and 2012, the Corporation was untimely in remitting certain participant contributions, including participant loan repayments, in the amounts of $533,192 and $231,868, respectively. Late remittances of participant contributions constitute a prohibited transaction under ERISA section 406, regardless of materiality. The Corporation remitted the delinquent participant contributions, as well as the related Corporate matching contributions and lost earnings in January and February 2013.

8. 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.

SUPPLEMENTARY INFORMATION

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
PLAN #002
EIN 26-1668808

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			
Check here if late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside of Voluntary Fiduciary Correction Program (VFCP)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and Prohibited Transaction Exemption 2002-51
December 21, 2012	$ -	$ 121,135	$ -	$ -
December 28, 2012	-	110,733	-	-
January 4, 2013	-	135,223	-	-
January 11, 2013	-	133,127	-	-
January 18, 2013	-	135,128	-	-
January 25, 2013	-	129,714	-	-
Total	**$ -**	**$ 765,060**	**$ -**	**$ -**

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
PLAN #002
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
	Separately managed accounts		
*	Wells Fargo Bank, N.A.	Nexteer Moderate Lifestyle, 2,120,397 units	$ 25,404,649
*	Wells Fargo Bank, N.A.	Wells Fargo Advantage Cash Investment MM, 7,246,363 units	7,246,363
*	Wells Fargo Bank, N.A.	Nexteer Growth Lifestyle, 372,298 units	4,538,423
*	Wells Fargo Bank, N.A.	Nexteer Aggressive Lifestyle, 130,869 units	1,565,604
*	Wells Fargo Bank, N.A.	Nexteer Moderate Conservative Lifestyle, 35,848 units	417,622
*	Wells Fargo Bank, N.A.	Nexteer Conservative Lifestyle, 21,671 units	241,437
	Total separately managed accounts		**39,414,098**
	Mutual funds		
	Oakmark	Oakmark Equity & Income CL I, 206,001 shares	6,725,931
	Fidelity Investments	Fidelity Contrafund, 61,398 shares	5,902,785
	Hartford Mutual Funds	Hartford Midcap R5, 66,576 shares	1,886,108
	BMO Funds	BMO Small-Cap Growth Y, 53,070 shares	1,186,123
	John Hancock	J. Hancock Federal Dis M/C, 59,011 shares	1,070,454
	PIMCO	PIMCO Total Return Institutional, 79,419 shares	848,987
	Nuveen	Nuveen Real Estate Secs I, 36,622 shares	721,462
	T. Rowe Price	T. Rowe Price High-Yield, 100,225 shares	716,609
	MFS	MFS Emerging Markets Debt R4, 47,652 shares	693,819
	Thornburg	Thornburg International Value R5, 21,568 shares	690,615
	Loomis Sayles Funds	Loomis Sayles Bond Fund Institutional, 39,238 shares	594,848
	MFS	MFS Value Fund R3, 17,781 shares	588,740
	Touchstone	Touchstone Emerging Markets Equity Inst, 45,404 shares	505,799
	Franklin Templeton Investment	Templeton Global Bond Advantage, 32,060 shares	419,668
	Harbor	Harbor International Fund Instl, 5,716 shares	405,896
	GRT	GRT Value Adv, 26,125 shares	397,880
	Prudential Investments	Prudential Jennison Natural Resources Z, 7,103 shares	363,689
	T. Rowe Price	T. Rowe Price International Discovery, 5,997 shares	334,263
	Vanguard	Vanguard Short Term Federal, 16,392 shares	175,389
	PIMCO	PIMCO Unconstrained Bond, 1,163 shares	12,899
	Total mutual funds		**24,241,964**
	Common collective trusts		
	State Street Global Advisors	SSgA S&P 500 Index Non-Lending Fund Cl II, 28,923 units	1,094,847
	F-Squared	F-Squared Alphasector US Equity CL I, 126 units	1,753
	Total common collective trusts		**1,096,600**
	Total investments at fair value		**64,752,662**
*	Notes receivable from participants	Loans, maturing through March 3, 2028, interest rates from 3.25% - 8.25%, collateral - participant account balances	5,960,358
	Total		**$ 70,713,020**

(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 Hourly 401(k) Retirement Plan

Years Ended December 31, 2013 and 2012

Financial Statements and Supplementary Information

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NEXTEER AUTOMOTIVE HOURLY 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.

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INDEPENDENT AUDITORS' REPORT

October 9, 2014

Nexteer Automotive Corporation
Benefit Plan Administrative Committee
Nexteer Automotive
Hourly 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 *Nexteer Automotive Hourly 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 Schedules

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

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

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

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31	
	2013	2012
Investments at fair value		
Separately managed accounts	$ 39,414,098	$ 30,612,699
Mutual funds	24,241,964	18,630,179
Common collective trusts	1,096,600	813,731
Total investments at fair value	**64,752,662**	**50,056,609**
Receivables		
Participant contributions	-	170,745
Employer contributions	-	637,866
Notes receivable from participants	5,960,358	4,615,446
Total receivables	**5,960,358**	**5,424,057**
Total assets	**70,713,020**	**55,480,666**
LIABILITIES		
Due to broker for securities purchased (equal to total liabilities)	-	821
Net assets available for benefits	**$ 70,713,020**	**$ 55,479,845**

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

NEXTEER AUTOMOTIVE HOURLY 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	$ 5,274,415	$ 4,741,212
Employer	5,146,160	5,342,302
Rollover	164,320	413,749
Total contributions	**10,584,895**	**10,497,263**
Investment income - dividends	237,784	283,118
Interest income - notes receivable from participants	208,282	150,522
Other income	123,404	82,859
Total additions	**11,154,365**	**11,013,762**
Deductions from net assets attributed to		
Benefits paid to participants	3,126,709	4,308,493
Investment expenses	1,160	49,037
Total deductions	**3,127,869**	**4,357,530**
Net appreciation in fair value of investments	7,206,679	4,455,742
Net increase	**15,233,175**	**11,111,974**
Net assets available for benefits		
Beginning of year	55,479,845	44,367,871
End of year	**$70,713,020**	**$ 55,479,845**

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

NEXTEER AUTOMOTIVE HOURLY 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 Hourly 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 eligible hourly employees of *Nexteer Automotive Corporation* (the "Corporation") who have obtained six months of service and are age eighteen or older. For purposes of the Plan, ineligible employees include employees not covered by a collective bargaining agreement between the Corporation and the United Automobile Aerospace and Agricultural Implement Workers of America. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants may contribute up to 60%, 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 contributions). 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 1% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

For eligible participants, the Corporation contributes 30% of the employees' contribution, up to a maximum of 7% of each participants' eligible wages, limited to 2,080 hours, as matching contributions. The Corporation also contributes 5.4% of the participants' eligible wages, limited to 2,080 hours, and $0.50 per compensable hour worked during the Plan year as nonelective contributions.

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.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Corporation's matching and nonelective contributions 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.

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately vested in their 401(k) voluntary contributions and in corporate 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 8.25%, which are commensurate with local prevailing rates at the time the notes are issued, as determined periodically 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, Corporation matching contributions, and nonelective contributions only in amounts necessary to satisfy financial hardship as defined by the Plan agreement.

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. Participants are charged an allocation of investment fees.

Summary of Significant Accounting Policies

Basis of Accounting

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

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.

NOTES TO FINANCIAL STATEMENTS

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 but 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.

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

NOTES TO FINANCIAL STATEMENTS

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		
Separately managed accounts - Wells Fargo Bank, N.A.		
Nexteer Moderate Lifestyle	$ 25,404,649	$ 17,104,021
Wells Fargo Advantage Cash Investment MM	7,246,363	7,804,557
Nexteer Growth Lifestyle	4,538,423	4,062,094
Mutual funds		
Oakmark Equity & Income CL I	6,725,931	5,718,910
Fidelity Contrafund	5,902,785	4,067,907
Other investments less than 5% of the Plan's net assets available for benefits	14,934,511	11,299,120
Total	**$ 64,752,662**	**$ 50,056,609**

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	$ 3,913,971	$ 1,909,267
Separately managed accounts	3,032,283	2,345,728
Common collective trusts	260,425	200,747
Net appreciation in fair value of investments	**$ 7,206,679**	**$ 4,455,742**

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.

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.

NOTES TO FINANCIAL STATEMENTS

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
Separately managed accounts				
Moderate allocation	$ -	$ 25,404,649	$ -	$ 25,404,649
Conservative allocation	-	7,905,422	-	7,905,422
Growth allocation	-	4,538,423	-	4,538,423
Aggressive allocation	-	1,565,604	-	1,565,604
Total separately managed accounts	-	39,414,098	-	39,414,098
Mutual funds				
Growth allocation	6,725,931	-	-	6,725,931
Large growth	5,902,785	-	-	5,902,785
Mid-cap growth	1,886,108	-	-	1,886,108
Intermediate-term bond	1,443,835	-	-	1,443,835
Short-term bond	1,245,843	-	-	1,245,843
Small growth	1,186,123	-	-	1,186,123
Foreign small/mid-growth	1,024,878	-	-	1,024,878
Real estate	721,462	-	-	721,462
High yield bond	716,609	-	-	716,609
Emerging markets bond	693,819	-	-	693,819
Mid-cap value	588,740	-	-	588,740
Diversified emerging markets	505,799	-	-	505,799
World bond	419,668	-	-	419,668
Foreign large blend	405,896	-	-	405,896
Large value	397,880	-	-	397,880
Natural resources	363,689	-	-	363,689
Nontraditional	12,899	-	-	12,899
Total mutual funds	24,241,964	-	-	24,241,964
Common collective trusts				
Large blend	-	1,096,600	-	1,096,600
Total investments at fair value	**$24,241,964**	**$40,510,698**	**$ -**	**$64,752,662**

NOTES TO FINANCIAL STATEMENTS

2012	Level 1	Level 2	Level 3	Total
Separately managed accounts				
Moderate allocation	$ -	$ 17,420,645	$ -	$ 17,420,645
Conservative allocation	-	7,955,620	-	7,955,620
Growth allocation	-	4,062,094	-	4,062,094
Aggressive allocation	-	1,174,340	-	1,174,340
Total separately managed accounts	-	30,612,699	-	30,612,699
Mutual funds				
Growth allocation	5,718,910	-	-	5,718,910
Large growth	4,067,907	-	-	4,067,907
Intermediate-term bond	1,464,883	-	-	1,464,883
Mid-cap growth	997,700	-	-	997,700
Foreign large blend	846,766	-	-	846,766
Mid-cap value	746,215	-	-	746,215
Real estate	723,880	-	-	723,880
Foreign small/mid-growth	694,634	-	-	694,634
Emerging markets bond	669,622	-	-	669,622
Diversified emerging markets	646,081	-	-	646,081
Small growth	428,916	-	-	428,916
World bond	421,981	-	-	421,981
Large value	395,981	-	-	395,981
Natural resources	335,810	-	-	335,810
Mid-cap blend	215,388	-	-	215,388
High yield bond	178,618	-	-	178,618
Short-term bond	76,887	-	-	76,887
Total mutual funds	18,630,179	-	-	18,630,179
Common collective trusts				
Large blend	-	813,731	-	813,731
Total investments at fair value	**$18,630,179**	**$ 31,426,430**	**$ -**	**$50,056,609**

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:

	2013			
Investment Type	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	$ 25,404,649	$ -	Daily	Daily
Conservative allocation	7,905,422	-	Daily	Daily
Growth allocation	4,538,423	-	Daily	Daily
Aggressive allocation	1,565,604	-	Daily	Daily
Common collective trusts				
Large blend	1,096,600	-	Daily	Daily

	2012			
Investment Type	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Separately managed accounts				
Moderate allocation	$ 17,420,645	$ -	Daily	Daily
Conservative allocation	7,995,620	-	Daily	Daily
Growth allocation	4,062,094	-	Daily	Daily
Aggressive allocation	1,174,340	-	Daily	Daily
Common collective trusts				
Large blend	813,731	-	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.

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 amounted to $1,160 and $49,037 for 2013 and 2012, respectively.

5. INCOME TAX STATUS

The Corporation's management adopted the Wells Fargo Defined Contribution Prototype Plan and Trust Agreement plan 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 would be allocated to participant accounts and distributed in such a manner as the Corporation may determine.

NOTES TO FINANCIAL STATEMENTS

7. DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2013 and 2012, the Corporation was untimely in remitting certain participant contributions, including participant loan repayments, in the amounts of $533,192 and $231,868, respectively. Late remittances of participant contributions constitute a prohibited transaction under ERISA section 406, regardless of materiality. The Corporation remitted the delinquent participant contributions, as well as the related Corporate matching contributions and lost earnings in January and February 2013.

8. 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.

SUPPLEMENTARY INFORMATION

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
PLAN #002
EIN 26-1668808

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			
Check here if late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside of Voluntary Fiduciary Correction Program (VFCP)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and Prohibited Transaction Exemption 2002-51
December 21, 2012	$ -	$ 121,135	$ -	$ -
December 28, 2012	-	110,733	-	-
January 4, 2013	-	135,223	-	-
January 11, 2013	-	133,127	-	-
January 18, 2013	-	135,128	-	-
January 25, 2013	-	129,714	-	-
Total	**$ -**	**$ 765,060**	**$ -**	**$ -**

NEXTEER AUTOMOTIVE HOURLY 401(k) RETIREMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
PLAN #002
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
	Separately managed accounts		
*	Wells Fargo Bank, N.A.	Nexteer Moderate Lifestyle, 2,120,397 units	$ 25,404,649
*	Wells Fargo Bank, N.A.	Wells Fargo Advantage Cash Investment MM, 7,246,363 units	7,246,363
*	Wells Fargo Bank, N.A.	Nexteer Growth Lifestyle, 372,298 units	4,538,423
*	Wells Fargo Bank, N.A.	Nexteer Aggressive Lifestyle, 130,869 units	1,565,604
*	Wells Fargo Bank, N.A.	Nexteer Moderate Conservative Lifestyle, 35,848 units	417,622
*	Wells Fargo Bank, N.A.	Nexteer Conservative Lifestyle, 21,671 units	241,437
	Total separately managed accounts		**39,414,098**
	Mutual funds		
	Oakmark	Oakmark Equity & Income CL I, 206,001 shares	6,725,931
	Fidelity Investments	Fidelity Contrafund, 61,398 shares	5,902,785
	Hartford Mutual Funds	Hartford Midcap R5, 66,576 shares	1,886,108
	BMO Funds	BMO Small-Cap Growth Y, 53,070 shares	1,186,123
	John Hancock	J. Hancock Federal Dis M/C, 59,011 shares	1,070,454
	PIMCO	PIMCO Total Return Institutional, 79,419 shares	848,987
	Nuveen	Nuveen Real Estate Secs I, 36,622 shares	721,462
	T. Rowe Price	T. Rowe Price High-Yield, 100,225 shares	716,609
	MFS	MFS Emerging Markets Debt R4, 47,652 shares	693,819
	Thornburg	Thornburg International Value R5, 21,568 shares	690,615
	Loomis Sayles Funds	Loomis Sayles Bond Fund Institutional, 39,238 shares	594,848
	MFS	MFS Value Fund R3, 17,781 shares	588,740
	Touchstone	Touchstone Emerging Markets Equity Inst, 45,404 shares	505,799
	Franklin Templeton Investment	Templeton Global Bond Advantage, 32,060 shares	419,668
	Harbor	Harbor International Fund Instl, 5,716 shares	405,896
	GRT	GRT Value Adv, 26,125 shares	397,880
	Prudential Investments	Prudential Jennison Natural Resources Z, 7,103 shares	363,689
	T. Rowe Price	T. Rowe Price International Discovery, 5,997 shares	334,263
	Vanguard	Vanguard Short Term Federal, 16,392 shares	175,389
	PIMCO	PIMCO Unconstrained Bond, 1,163 shares	12,899
	Total mutual funds		**24,241,964**
	Common collective trusts		
	State Street Global Advisors	SSgA S&P 500 Index Non-Lending Fund Cl II, 28,923 units	1,094,847
	F-Squared	F-Squared Alphasector US Equity CL I, 126 units	1,753
	Total common collective trusts		**1,096,600**
	Total investments at fair value		**64,752,662**
*	Notes receivable from participants	Loans, maturing through March 3, 2028, interest rates from 3.25% - 8.25%, collateral - participant account balances	5,960,358
	Total		**$ 70,713,020**

(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.