

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

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>KEIHIN NORTH AMERICA, INC. SAVINGS & RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>KEIHIN NORTH AMERICA, INC.</u> <u>9900 WESTPOINT DRIVE, SUITE 132</u> <u>INDIANAPOLIS, IN 46256</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>35-1737524</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>317-578-5260</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>35-1737524</u>	2c Sponsor's telephone number <u>317-578-5260</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>35-1737524</u>					
2c Sponsor's telephone number <u>317-578-5260</u>					
2d Business code (see instructions) <u>336300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	KIMBERLY SINGLETON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	KIMBERLY SINGLETON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address KEIHIN NORTH AMERICA, INC. 9900 WESTPOINT DRIVE, SUITE 132 INDIANAPOLIS, IN 46256		3b Administrator's EIN 35-1737524
		3c Administrator's telephone number 317-578-5260
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1919
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 1904
b Retired or separated participants receiving benefits		6b 2
c Other retired or separated participants entitled to future benefits.....		6c 182
d Subtotal. Add lines 6a , 6b , and 6c		6d 2088
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 2088
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 2088
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 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div><div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection</div>
--	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
<div>A Name of plan</div> <div>KEIHIN NORTH AMERICA, INC. SAVINGS & RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>	
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>KEIHIN NORTH AMERICA, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>35-1737524</div>	

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	041619	2088	01/01/2013	12/31/2013

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	7478657

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

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>KEIHIN NORTH AMERICA, INC. SAVINGS & RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KEIHIN NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>35-1737524</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

06-1050034

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

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

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

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

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

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

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

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

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

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	157713	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

CAPFINANCIAL PARTNERS, LLC

26-0058143

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	51400	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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	10,000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRINCIPAL PRESERV SEP ACC

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection.
---	--	---

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

A Name of plan <u>KEIHIN NORTH AMERICA, INC. SAVINGS & RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>KEIHIN NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>35-1737524</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE PLUS BOND/PIMCO</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>		
c EIN-PN <u>06-1050034-299</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7478657</u>
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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan KEIHIN NORTH AMERICA, INC. SAVINGS & RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 KEIHIN NORTH AMERICA, INC.	D Employer Identification Number (EIN) 35-1737524	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	2787485	2779228
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	7348787	7478657
	(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)	35209677	48252032
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	18658936	19796169

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	64004885	78306086

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	64004885	78306086
---	-----------	----------	----------

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)	2279890	
(B) Participants	2a(1)(B)	4316721	
(C) Others (including rollovers)	2a(1)(C)	1285540	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7882151
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)	113348	
(F) Other	2b(1)(F)	357966	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		471314
(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)	468730	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		468730
(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)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		-69467
(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)		10887252
c Other income.....	2c		33619
d Total income. Add all income amounts in column (b) and enter total.....	2d		19673599

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	5147696	
(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)		5147696
f Corrective distributions (see instructions).....	2f		1753
g Certain deemed distributions of participant loans (see instructions).....	2g		10436
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)	212513	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		212513
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5372398

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		14301201
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **BKD CPA**

(2) EIN: **44-1060260**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		17576
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

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

A Name of plan <u>KEIHIN NORTH AMERICA, INC. SAVINGS & RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KEIHIN NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>35-1737524</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Keihin North America, Inc.
Savings and Retirement Plan

EIN 35-1737524 PN 001

Auditor's Report and Financial Statements
December 31, 2013 and 2012

Keihin North America, Inc. Savings and Retirement Plan

December 31, 2013 and 2012

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5

Supplemental Schedules

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	14
Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	15

Independent Auditor's Report

Plan Administrator
Keihin North America, Inc.
Savings and Retirement Plan
Indianapolis, Indiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Keihin North America, Inc. Savings and Retirement 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 the information summarized in Note 3 and notes receivable from participants and related interest income, which was certified by Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the trustees 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 trustees hold the Plan's investment assets and notes receivable from participants and execute transactions related to these assets. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustees 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

The supplemental schedules listed in the table of contents 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 trustees, 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*.

BKD, LLP

Indianapolis, Indiana
October 13, 2014

Federal Employer Identification Number: 44-0160260

Keihin North America, Inc. Savings and Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

Assets	2013	2012
Investments, at fair value	\$ 75,526,858	\$ 61,217,400
Notes Receivable From Participants	<u>2,779,228</u>	<u>2,787,485</u>
Net Assets Available for Benefits	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions		
Investment Income		
Net appreciation in fair value of investments	\$ 10,851,404	\$ 4,555,118
Interest and dividends	<u>826,696</u>	<u>872,920</u>
Net investment income	<u>11,678,100</u>	<u>5,428,038</u>
Interest Income on Notes Receivable From Participants	<u>113,348</u>	<u>113,603</u>
Contributions		
Participants	4,316,721	3,699,252
Employer	2,279,890	2,007,925
Rollovers	<u>1,285,540</u>	<u>463,142</u>
	<u>7,882,151</u>	<u>6,170,319</u>
Total additions	<u>19,673,599</u>	<u>11,711,960</u>
Deductions		
Benefits paid to participants	5,159,885	4,467,502
Administrative and other expenses	<u>212,513</u>	<u>98,545</u>
Total deductions	<u>5,372,398</u>	<u>4,566,047</u>
Net Increase	14,301,201	7,145,913
Net Assets Available for Benefits, Beginning of Year	<u>64,004,885</u>	<u>56,858,972</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 1: Description of the Plan

The following description of the Keihin North America, Inc. Savings and Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined-contribution plan sponsored by Keihin North America, Inc. (Company) for the benefit of its employees who have attained the age of 18 and met eligibility requirements. There is no service requirement for participation in the Plan, but there is a one-year service requirement to receive employer contributions. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Related employers who also participate in the Plan include Keihin IPT Manufacturing, Inc.; Keihin Michigan Manufacturing, LLC; Keihin Aircon North America, Inc.; Keihin Carolina System Technology, Inc.; and Keihin Fuel Systems, Inc. Prudential Bank & Trust, FSB (Prudential) serves as the trustee of the Plan and Prudential Retirement Insurance and Annuity Company serves as trustee for the Core Plus Bond/PIMCO Fund and the Principal Preservation Separate Account.

Contributions

The Plan permits eligible employees through a salary deferral election to make annual contributions of up to 90% of eligible compensation. Employee rollover contributions are also permitted.

The Company makes matching contributions of 100% of the employees' salary deferral up to 3% of employees' compensation and 50% of the next 3% of the employees' salary deferral. Company profit-sharing contributions are discretionary as determined by the Company's Board of Directors. There were no profit-sharing contributions for the years ended December 31, 2013 and 2012. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation, unless the participant made an affirmative election otherwise.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions and Company contributions, plus earnings thereon.

Payment of Benefits

Upon termination of service, a participant may elect to receive a lump-sum amount or periodic installment payments equal to the value of his account. Withdrawals other than for termination, such as hardship withdrawals, are permitted under circumstances provided by the Plan.

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2: Summary of Significant Accounting Policies

Method of Accounting

The accompanying financial statements are prepared on the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a stable value fund with Prudential Retirement Insurance and Annuity Company. The contract value of the stable value fund approximates fair value as of December 31, 2013 and 2012. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of Estimates

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

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. The amounts shown in Note 3 for securities that have no quoted market prices are estimated fair values. The pooled separate account and stable value fund are valued at estimated fair value as provided by Prudential. The fair value of the stable value fund is determined by utilizing quoted market prices of the underlying assets on the last day of the Plan year. The pooled separate account is valued using inputs such as benchmark yields, reported trades, broker/dealer quotes and issuer spreads, as well as monitoring market indices and industry and economic events, including credit rating agency actions.

Purchases and sales of securities 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Plan Tax Status

The Plan operates under a volume submitter plan sponsored by Prudential. This volume submitter plan document has been filed with the appropriate agency. The Plan has not obtained a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2010.

Insurance Contract With Investment Company

The Plan entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The stable value fund issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

As described in the method of accounting disclosure, because the stable value fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the stable value fund. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$19,796,169 and \$18,658,936, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The stable value fund permits the insurance company or Plan to terminate the agreement prior to the scheduled maturity date under certain circumstances.

	<u>2013</u>	<u>2012</u>
Average yields:		
Based on actual earnings	1.85%	2.20%
Based on interest rate credited to participants	1.85%	2.20%

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the employer or the Plan, at the employer's discretion.

Note 3: Investments

The Plan's investments are held by a bank-administered trust fund or insurance company. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2013	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 10,920,868	\$ 48,252,032
Pooled separate account	(69,464)	7,478,657
Stable value fund	<u>-</u>	<u>19,796,169</u>
	<u><u>\$ 10,851,404</u></u>	<u><u>\$ 75,526,858</u></u>
	2012	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 3,950,227	\$ 35,209,677
Pooled separate account	604,891	7,348,787
Stable value fund	<u>-</u>	<u>18,658,936</u>
	<u><u>\$ 4,555,118</u></u>	<u><u>\$ 61,217,400</u></u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The fair value of individual investments that represented 5% or more of the Plan's assets were as follows:

	2013	2012
American Funds EuroPacific Growth Fund	\$ 10,552,581	\$ 7,184,919
Mainstay Large Cap Growth Fund	7,988,626	5,387,175
MFS Value Fund	5,701,356	-
Prudential Jennison Small Company Fund Class A	6,077,914	4,955,098
Vanguard Institutional Index Fund	7,814,450	6,504,582
Core Plus Bond/PIMCO Fund	7,478,657	7,348,787
Principal Preservation Separate Account	19,796,169	18,658,936

Interest and dividends realized on the Plan's investments for the years ended 2013 and 2012 were \$826,696 and \$872,920, respectively.

Note 4: Disclosures About Fair Value of Plan Assets

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level with the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012.

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013				
Mutual funds				
Large cap funds	\$ 21,504,432	\$ 21,504,432	\$ -	\$ -
Mid-cap funds	7,098,089	7,098,089	-	-
Small cap funds	8,492,749	8,492,749	-	-
International funds	11,156,762	11,156,762	-	-
Pooled separate account - fixed income	7,478,657	-	7,478,657	-
Stable value fund	19,796,169	-	19,796,169	-
December 31, 2012				
Mutual funds				
Large cap funds	\$ 14,982,846	\$ 14,982,846	\$ -	\$ -
Multi-cap value funds	548,119	548,119	-	-
Mid-cap funds	5,151,722	5,151,722	-	-
Small cap funds	6,590,039	6,590,039	-	-
International funds	7,936,951	7,936,951	-	-
Pooled separate account - fixed income	7,348,787	-	7,348,787	-
Stable value fund	18,658,936	-	18,658,936	-

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Plan holds no Level 3 investments. See Note 2 for description of inputs used to determine the fair value of Level 2 investments.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

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

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan paid \$212,513 and \$98,545 of recordkeeping and investment advisory fees to the custodian during the years ended December 31, 2013 and 2012, respectively. The Company provides certain administrative services at no cost to the Plan.

Certain Plan investments are shares of mutual funds or units of a pooled separate account and a stable value fund managed by Prudential, which is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

Note 6: Nonexempt Transactions

Defined-contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$17,576 and \$478 were not remitted within the required time period for the years ended December 31, 2013 and 2012, respectively.

Note 7: Risks and Uncertainties

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

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 8: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2013

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions	
\$	17,576	\$	542

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
Mutual Funds		
Allianz NFJ International Value Fund	26,020 shares	\$ 604,181
Allianz NFJ Small Cap Value Fund	68,662 shares	2,414,835
American Funds EuroPacific Growth Fund	215,227 shares	10,552,581
Janus Perkins Mid Cap Value Fund	213,437 shares	3,871,746
Mainstay Large Cap Growth Fund	767,399 shares	7,988,626
MFS Value Fund	171,728 shares	5,701,356
Morgan Stanley Institutional Mid Cap Growth Fund	71,206 shares	3,226,343
*Prudential Jennison Small Company Fund Class A	214,389 shares	6,077,914
Vanguard Institutional Index Fund	46,163 shares	7,814,450
		<u>48,252,032</u>
Pooled Separate Account		
*Core Plus Bond/PIMCO Fund	388,972 shares	7,478,657
Stable Value Fund		
*Principal Preservation Separate Account	736,327 shares	19,796,169
	4.25% - 9.25%, maturities ranging from January 2014 through October 2023	<u>2,779,228</u>
*Participant Loans		<u>\$ 78,306,086</u>

* Party-in-interest

Keihin North America, Inc.
Savings and Retirement Plan

EIN 35-1737524 PN 001

Auditor's Report and Financial Statements
December 31, 2013 and 2012

Keihin North America, Inc. Savings and Retirement Plan

December 31, 2013 and 2012

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5

Supplemental Schedules

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	14
Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	15

Independent Auditor's Report

Plan Administrator
Keihin North America, Inc.
Savings and Retirement Plan
Indianapolis, Indiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Keihin North America, Inc. Savings and Retirement 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 the information summarized in Note 3 and notes receivable from participants and related interest income, which was certified by Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the trustees 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 trustees hold the Plan's investment assets and notes receivable from participants and execute transactions related to these assets. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustees 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

The supplemental schedules listed in the table of contents 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 trustees, 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*.

BKD, LLP

Indianapolis, Indiana
October 13, 2014

Federal Employer Identification Number: 44-0160260

Keihin North America, Inc. Savings and Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

Assets	2013	2012
Investments, at fair value	\$ 75,526,858	\$ 61,217,400
Notes Receivable From Participants	<u>2,779,228</u>	<u>2,787,485</u>
Net Assets Available for Benefits	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions		
Investment Income		
Net appreciation in fair value of investments	\$ 10,851,404	\$ 4,555,118
Interest and dividends	<u>826,696</u>	<u>872,920</u>
Net investment income	<u>11,678,100</u>	<u>5,428,038</u>
Interest Income on Notes Receivable From Participants	<u>113,348</u>	<u>113,603</u>
Contributions		
Participants	4,316,721	3,699,252
Employer	2,279,890	2,007,925
Rollovers	<u>1,285,540</u>	<u>463,142</u>
	<u>7,882,151</u>	<u>6,170,319</u>
Total additions	<u>19,673,599</u>	<u>11,711,960</u>
Deductions		
Benefits paid to participants	5,159,885	4,467,502
Administrative and other expenses	<u>212,513</u>	<u>98,545</u>
Total deductions	<u>5,372,398</u>	<u>4,566,047</u>
Net Increase	14,301,201	7,145,913
Net Assets Available for Benefits, Beginning of Year	<u>64,004,885</u>	<u>56,858,972</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 1: Description of the Plan

The following description of the Keihin North America, Inc. Savings and Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined-contribution plan sponsored by Keihin North America, Inc. (Company) for the benefit of its employees who have attained the age of 18 and met eligibility requirements. There is no service requirement for participation in the Plan, but there is a one-year service requirement to receive employer contributions. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Related employers who also participate in the Plan include Keihin IPT Manufacturing, Inc.; Keihin Michigan Manufacturing, LLC; Keihin Aircon North America, Inc.; Keihin Carolina System Technology, Inc.; and Keihin Fuel Systems, Inc. Prudential Bank & Trust, FSB (Prudential) serves as the trustee of the Plan and Prudential Retirement Insurance and Annuity Company serves as trustee for the Core Plus Bond/PIMCO Fund and the Principal Preservation Separate Account.

Contributions

The Plan permits eligible employees through a salary deferral election to make annual contributions of up to 90% of eligible compensation. Employee rollover contributions are also permitted.

The Company makes matching contributions of 100% of the employees' salary deferral up to 3% of employees' compensation and 50% of the next 3% of the employees' salary deferral. Company profit-sharing contributions are discretionary as determined by the Company's Board of Directors. There were no profit-sharing contributions for the years ended December 31, 2013 and 2012. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation, unless the participant made an affirmative election otherwise.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions and Company contributions, plus earnings thereon.

Payment of Benefits

Upon termination of service, a participant may elect to receive a lump-sum amount or periodic installment payments equal to the value of his account. Withdrawals other than for termination, such as hardship withdrawals, are permitted under circumstances provided by the Plan.

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 2: Summary of Significant Accounting Policies

Method of Accounting

The accompanying financial statements are prepared on the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a stable value fund with Prudential Retirement Insurance and Annuity Company. The contract value of the stable value fund approximates fair value as of December 31, 2013 and 2012. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of Estimates

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

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. The amounts shown in Note 3 for securities that have no quoted market prices are estimated fair values. The pooled separate account and stable value fund are valued at estimated fair value as provided by Prudential. The fair value of the stable value fund is determined by utilizing quoted market prices of the underlying assets on the last day of the Plan year. The pooled separate account is valued using inputs such as benchmark yields, reported trades, broker/dealer quotes and issuer spreads, as well as monitoring market indices and industry and economic events, including credit rating agency actions.

Purchases and sales of securities 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Plan Tax Status

The Plan operates under a volume submitter plan sponsored by Prudential. This volume submitter plan document has been filed with the appropriate agency. The Plan has not obtained a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2010.

Insurance Contract With Investment Company

The Plan entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The stable value fund issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

As described in the method of accounting disclosure, because the stable value fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the stable value fund. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$19,796,169 and \$18,658,936, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The stable value fund permits the insurance company or Plan to terminate the agreement prior to the scheduled maturity date under certain circumstances.

	2013	2012
Average yields:		
Based on actual earnings	1.85%	2.20%
Based on interest rate credited to participants	1.85%	2.20%

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the employer or the Plan, at the employer's discretion.

Note 3: Investments

The Plan's investments are held by a bank-administered trust fund or insurance company. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2013	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 10,920,868	\$ 48,252,032
Pooled separate account	(69,464)	7,478,657
Stable value fund	-	19,796,169
	<u>\$ 10,851,404</u>	<u>\$ 75,526,858</u>
	2012	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 3,950,227	\$ 35,209,677
Pooled separate account	604,891	7,348,787
Stable value fund	-	18,658,936
	<u>\$ 4,555,118</u>	<u>\$ 61,217,400</u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The fair value of individual investments that represented 5% or more of the Plan's assets were as follows:

	2013	2012
American Funds EuroPacific Growth Fund	\$ 10,552,581	\$ 7,184,919
Mainstay Large Cap Growth Fund	7,988,626	5,387,175
MFS Value Fund	5,701,356	-
Prudential Jennison Small Company Fund Class A	6,077,914	4,955,098
Vanguard Institutional Index Fund	7,814,450	6,504,582
Core Plus Bond/PIMCO Fund	7,478,657	7,348,787
Principal Preservation Separate Account	19,796,169	18,658,936

Interest and dividends realized on the Plan's investments for the years ended 2013 and 2012 were \$826,696 and \$872,920, respectively.

Note 4: Disclosures About Fair Value of Plan Assets

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level with the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012.

	Fair Value Measurements Using			
	Fair Value	Quoted Prices	Significant	Significant
		in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
December 31, 2013				
Mutual funds				
Large cap funds	\$ 21,504,432	\$ 21,504,432	\$ -	\$ -
Mid-cap funds	7,098,089	7,098,089	-	-
Small cap funds	8,492,749	8,492,749	-	-
International funds	11,156,762	11,156,762	-	-
Pooled separate account - fixed income	7,478,657	-	7,478,657	-
Stable value fund	19,796,169	-	19,796,169	-
December 31, 2012				
Mutual funds				
Large cap funds	\$ 14,982,846	\$ 14,982,846	\$ -	\$ -
Multi-cap value funds	548,119	548,119	-	-
Mid-cap funds	5,151,722	5,151,722	-	-
Small cap funds	6,590,039	6,590,039	-	-
International funds	7,936,951	7,936,951	-	-
Pooled separate account - fixed income	7,348,787	-	7,348,787	-
Stable value fund	18,658,936	-	18,658,936	-

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Plan holds no Level 3 investments. See Note 2 for description of inputs used to determine the fair value of Level 2 investments.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

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

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan paid \$212,513 and \$98,545 of recordkeeping and investment advisory fees to the custodian during the years ended December 31, 2013 and 2012, respectively. The Company provides certain administrative services at no cost to the Plan.

Certain Plan investments are shares of mutual funds or units of a pooled separate account and a stable value fund managed by Prudential, which is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

Note 6: Nonexempt Transactions

Defined-contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$17,576 and \$478 were not remitted within the required time period for the years ended December 31, 2013 and 2012, respectively.

Note 7: Risks and Uncertainties

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

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 8: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2013

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions	
\$	17,576	\$	542

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
Mutual Funds		
Allianz NFJ International Value Fund	26,020 shares	\$ 604,181
Allianz NFJ Small Cap Value Fund	68,662 shares	2,414,835
American Funds EuroPacific Growth Fund	215,227 shares	10,552,581
Janus Perkins Mid Cap Value Fund	213,437 shares	3,871,746
Mainstay Large Cap Growth Fund	767,399 shares	7,988,626
MFS Value Fund	171,728 shares	5,701,356
Morgan Stanley Institutional Mid Cap Growth Fund	71,206 shares	3,226,343
*Prudential Jennison Small Company Fund Class A	214,389 shares	6,077,914
Vanguard Institutional Index Fund	46,163 shares	7,814,450
		<u>48,252,032</u>
Pooled Separate Account		
*Core Plus Bond/PIMCO Fund	388,972 shares	7,478,657
Stable Value Fund		
*Principal Preservation Separate Account	736,327 shares	19,796,169
	4.25% - 9.25%, maturities ranging from January 2014 through October 2023	<u>2,779,228</u>
*Participant Loans		<u>\$ 78,306,086</u>

* Party-in-interest

Keihin North America, Inc.
Savings and Retirement Plan

EIN 35-1737524 PN 001

Auditor's Report and Financial Statements
December 31, 2013 and 2012

Keihin North America, Inc. Savings and Retirement Plan

December 31, 2013 and 2012

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5

Supplemental Schedules

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	14
Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	15

Independent Auditor's Report

Plan Administrator
Keihin North America, Inc.
Savings and Retirement Plan
Indianapolis, Indiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Keihin North America, Inc. Savings and Retirement 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 the information summarized in Note 3 and notes receivable from participants and related interest income, which was certified by Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the trustees 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 trustees hold the Plan's investment assets and notes receivable from participants and execute transactions related to these assets. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustees 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

The supplemental schedules listed in the table of contents 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 trustees, 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*.

BKD, LLP

Indianapolis, Indiana
October 13, 2014

Federal Employer Identification Number: 44-0160260

Keihin North America, Inc. Savings and Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

Assets	2013	2012
Investments, at fair value	\$ 75,526,858	\$ 61,217,400
Notes Receivable From Participants	<u>2,779,228</u>	<u>2,787,485</u>
Net Assets Available for Benefits	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions		
Investment Income		
Net appreciation in fair value of investments	\$ 10,851,404	\$ 4,555,118
Interest and dividends	<u>826,696</u>	<u>872,920</u>
Net investment income	<u>11,678,100</u>	<u>5,428,038</u>
Interest Income on Notes Receivable From Participants	<u>113,348</u>	<u>113,603</u>
Contributions		
Participants	4,316,721	3,699,252
Employer	2,279,890	2,007,925
Rollovers	<u>1,285,540</u>	<u>463,142</u>
	<u>7,882,151</u>	<u>6,170,319</u>
Total additions	<u>19,673,599</u>	<u>11,711,960</u>
Deductions		
Benefits paid to participants	5,159,885	4,467,502
Administrative and other expenses	<u>212,513</u>	<u>98,545</u>
Total deductions	<u>5,372,398</u>	<u>4,566,047</u>
Net Increase	14,301,201	7,145,913
Net Assets Available for Benefits, Beginning of Year	<u>64,004,885</u>	<u>56,858,972</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 1: Description of the Plan

The following description of the Keihin North America, Inc. Savings and Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined-contribution plan sponsored by Keihin North America, Inc. (Company) for the benefit of its employees who have attained the age of 18 and met eligibility requirements. There is no service requirement for participation in the Plan, but there is a one-year service requirement to receive employer contributions. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Related employers who also participate in the Plan include Keihin IPT Manufacturing, Inc.; Keihin Michigan Manufacturing, LLC; Keihin Aircon North America, Inc.; Keihin Carolina System Technology, Inc.; and Keihin Fuel Systems, Inc. Prudential Bank & Trust, FSB (Prudential) serves as the trustee of the Plan and Prudential Retirement Insurance and Annuity Company serves as trustee for the Core Plus Bond/PIMCO Fund and the Principal Preservation Separate Account.

Contributions

The Plan permits eligible employees through a salary deferral election to make annual contributions of up to 90% of eligible compensation. Employee rollover contributions are also permitted.

The Company makes matching contributions of 100% of the employees' salary deferral up to 3% of employees' compensation and 50% of the next 3% of the employees' salary deferral. Company profit-sharing contributions are discretionary as determined by the Company's Board of Directors. There were no profit-sharing contributions for the years ended December 31, 2013 and 2012. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation, unless the participant made an affirmative election otherwise.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions and Company contributions, plus earnings thereon.

Payment of Benefits

Upon termination of service, a participant may elect to receive a lump-sum amount or periodic installment payments equal to the value of his account. Withdrawals other than for termination, such as hardship withdrawals, are permitted under circumstances provided by the Plan.

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 2: Summary of Significant Accounting Policies

Method of Accounting

The accompanying financial statements are prepared on the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a stable value fund with Prudential Retirement Insurance and Annuity Company. The contract value of the stable value fund approximates fair value as of December 31, 2013 and 2012. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of Estimates

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

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. The amounts shown in Note 3 for securities that have no quoted market prices are estimated fair values. The pooled separate account and stable value fund are valued at estimated fair value as provided by Prudential. The fair value of the stable value fund is determined by utilizing quoted market prices of the underlying assets on the last day of the Plan year. The pooled separate account is valued using inputs such as benchmark yields, reported trades, broker/dealer quotes and issuer spreads, as well as monitoring market indices and industry and economic events, including credit rating agency actions.

Purchases and sales of securities 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Plan Tax Status

The Plan operates under a volume submitter plan sponsored by Prudential. This volume submitter plan document has been filed with the appropriate agency. The Plan has not obtained a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2010.

Insurance Contract With Investment Company

The Plan entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The stable value fund issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

As described in the method of accounting disclosure, because the stable value fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the stable value fund. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$19,796,169 and \$18,658,936, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The stable value fund permits the insurance company or Plan to terminate the agreement prior to the scheduled maturity date under certain circumstances.

	2013	2012
Average yields:		
Based on actual earnings	1.85%	2.20%
Based on interest rate credited to participants	1.85%	2.20%

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the employer or the Plan, at the employer's discretion.

Note 3: Investments

The Plan's investments are held by a bank-administered trust fund or insurance company. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2013	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 10,920,868	\$ 48,252,032
Pooled separate account	(69,464)	7,478,657
Stable value fund	-	19,796,169
	<u>\$ 10,851,404</u>	<u>\$ 75,526,858</u>
	2012	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 3,950,227	\$ 35,209,677
Pooled separate account	604,891	7,348,787
Stable value fund	-	18,658,936
	<u>\$ 4,555,118</u>	<u>\$ 61,217,400</u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The fair value of individual investments that represented 5% or more of the Plan's assets were as follows:

	2013	2012
American Funds EuroPacific Growth Fund	\$ 10,552,581	\$ 7,184,919
Mainstay Large Cap Growth Fund	7,988,626	5,387,175
MFS Value Fund	5,701,356	-
Prudential Jennison Small Company Fund Class A	6,077,914	4,955,098
Vanguard Institutional Index Fund	7,814,450	6,504,582
Core Plus Bond/PIMCO Fund	7,478,657	7,348,787
Principal Preservation Separate Account	19,796,169	18,658,936

Interest and dividends realized on the Plan's investments for the years ended 2013 and 2012 were \$826,696 and \$872,920, respectively.

Note 4: Disclosures About Fair Value of Plan Assets

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level with the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012.

		Fair Value Measurements Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair Value					
December 31, 2013					
Mutual funds					
Large cap funds	\$ 21,504,432	\$ 21,504,432	\$ -	\$ -	-
Mid-cap funds	7,098,089	7,098,089	-	-	-
Small cap funds	8,492,749	8,492,749	-	-	-
International funds	11,156,762	11,156,762	-	-	-
Pooled separate account - fixed income	7,478,657	-	7,478,657	-	-
Stable value fund	19,796,169	-	19,796,169	-	-
December 31, 2012					
Mutual funds					
Large cap funds	\$ 14,982,846	\$ 14,982,846	\$ -	\$ -	-
Multi-cap value funds	548,119	548,119	-	-	-
Mid-cap funds	5,151,722	5,151,722	-	-	-
Small cap funds	6,590,039	6,590,039	-	-	-
International funds	7,936,951	7,936,951	-	-	-
Pooled separate account - fixed income	7,348,787	-	7,348,787	-	-
Stable value fund	18,658,936	-	18,658,936	-	-

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Plan holds no Level 3 investments. See Note 2 for description of inputs used to determine the fair value of Level 2 investments.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

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

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan paid \$212,513 and \$98,545 of recordkeeping and investment advisory fees to the custodian during the years ended December 31, 2013 and 2012, respectively. The Company provides certain administrative services at no cost to the Plan.

Certain Plan investments are shares of mutual funds or units of a pooled separate account and a stable value fund managed by Prudential, which is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

Note 6: Nonexempt Transactions

Defined-contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$17,576 and \$478 were not remitted within the required time period for the years ended December 31, 2013 and 2012, respectively.

Note 7: Risks and Uncertainties

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

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 8: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2013

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions	
\$	17,576	\$	542

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
Mutual Funds		
Allianz NFJ International Value Fund	26,020 shares	\$ 604,181
Allianz NFJ Small Cap Value Fund	68,662 shares	2,414,835
American Funds EuroPacific Growth Fund	215,227 shares	10,552,581
Janus Perkins Mid Cap Value Fund	213,437 shares	3,871,746
Mainstay Large Cap Growth Fund	767,399 shares	7,988,626
MFS Value Fund	171,728 shares	5,701,356
Morgan Stanley Institutional Mid Cap Growth Fund	71,206 shares	3,226,343
*Prudential Jennison Small Company Fund Class A	214,389 shares	6,077,914
Vanguard Institutional Index Fund	46,163 shares	7,814,450
		<u>48,252,032</u>
Pooled Separate Account		
*Core Plus Bond/PIMCO Fund	388,972 shares	7,478,657
Stable Value Fund		
*Principal Preservation Separate Account	736,327 shares	19,796,169
	4.25% - 9.25%, maturities ranging from January 2014 through October 2023	<u>2,779,228</u>
*Participant Loans		<u>\$ 78,306,086</u>

* Party-in-interest

Keihin North America, Inc.
Savings and Retirement Plan

EIN 35-1737524 PN 001

Auditor's Report and Financial Statements
December 31, 2013 and 2012

Keihin North America, Inc. Savings and Retirement Plan

December 31, 2013 and 2012

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5

Supplemental Schedules

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	14
Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	15

Independent Auditor's Report

Plan Administrator
Keihin North America, Inc.
Savings and Retirement Plan
Indianapolis, Indiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Keihin North America, Inc. Savings and Retirement 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 the information summarized in Note 3 and notes receivable from participants and related interest income, which was certified by Prudential Bank & Trust, FSB and Prudential Retirement Insurance and Annuity Company, the trustees 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 trustees hold the Plan's investment assets and notes receivable from participants and execute transactions related to these assets. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustees 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

The supplemental schedules listed in the table of contents 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 trustees, 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*.

BKD, LLP

Indianapolis, Indiana
October 13, 2014

Federal Employer Identification Number: 44-0160260

Keihin North America, Inc. Savings and Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

Assets	2013	2012
Investments, at fair value	\$ 75,526,858	\$ 61,217,400
Notes Receivable From Participants	<u>2,779,228</u>	<u>2,787,485</u>
Net Assets Available for Benefits	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions		
Investment Income		
Net appreciation in fair value of investments	\$ 10,851,404	\$ 4,555,118
Interest and dividends	<u>826,696</u>	<u>872,920</u>
Net investment income	<u>11,678,100</u>	<u>5,428,038</u>
Interest Income on Notes Receivable From Participants	<u>113,348</u>	<u>113,603</u>
Contributions		
Participants	4,316,721	3,699,252
Employer	2,279,890	2,007,925
Rollovers	<u>1,285,540</u>	<u>463,142</u>
	<u>7,882,151</u>	<u>6,170,319</u>
Total additions	<u>19,673,599</u>	<u>11,711,960</u>
Deductions		
Benefits paid to participants	5,159,885	4,467,502
Administrative and other expenses	<u>212,513</u>	<u>98,545</u>
Total deductions	<u>5,372,398</u>	<u>4,566,047</u>
Net Increase	14,301,201	7,145,913
Net Assets Available for Benefits, Beginning of Year	<u>64,004,885</u>	<u>56,858,972</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 78,306,086</u></u>	<u><u>\$ 64,004,885</u></u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 1: Description of the Plan

The following description of the Keihin North America, Inc. Savings and Retirement Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined-contribution plan sponsored by Keihin North America, Inc. (Company) for the benefit of its employees who have attained the age of 18 and met eligibility requirements. There is no service requirement for participation in the Plan, but there is a one-year service requirement to receive employer contributions. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Related employers who also participate in the Plan include Keihin IPT Manufacturing, Inc.; Keihin Michigan Manufacturing, LLC; Keihin Aircon North America, Inc.; Keihin Carolina System Technology, Inc.; and Keihin Fuel Systems, Inc. Prudential Bank & Trust, FSB (Prudential) serves as the trustee of the Plan and Prudential Retirement Insurance and Annuity Company serves as trustee for the Core Plus Bond/PIMCO Fund and the Principal Preservation Separate Account.

Contributions

The Plan permits eligible employees through a salary deferral election to make annual contributions of up to 90% of eligible compensation. Employee rollover contributions are also permitted.

The Company makes matching contributions of 100% of the employees' salary deferral up to 3% of employees' compensation and 50% of the next 3% of the employees' salary deferral. Company profit-sharing contributions are discretionary as determined by the Company's Board of Directors. There were no profit-sharing contributions for the years ended December 31, 2013 and 2012. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation, unless the participant made an affirmative election otherwise.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions and Company contributions, plus earnings thereon.

Payment of Benefits

Upon termination of service, a participant may elect to receive a lump-sum amount or periodic installment payments equal to the value of his account. Withdrawals other than for termination, such as hardship withdrawals, are permitted under circumstances provided by the Plan.

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 2: Summary of Significant Accounting Policies

Method of Accounting

The accompanying financial statements are prepared on the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a stable value fund with Prudential Retirement Insurance and Annuity Company. The contract value of the stable value fund approximates fair value as of December 31, 2013 and 2012. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of Estimates

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

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. The amounts shown in Note 3 for securities that have no quoted market prices are estimated fair values. The pooled separate account and stable value fund are valued at estimated fair value as provided by Prudential. The fair value of the stable value fund is determined by utilizing quoted market prices of the underlying assets on the last day of the Plan year. The pooled separate account is valued using inputs such as benchmark yields, reported trades, broker/dealer quotes and issuer spreads, as well as monitoring market indices and industry and economic events, including credit rating agency actions.

Purchases and sales of securities 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Plan Tax Status

The Plan operates under a volume submitter plan sponsored by Prudential. This volume submitter plan document has been filed with the appropriate agency. The Plan has not obtained a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2010.

Insurance Contract With Investment Company

The Plan entered into a fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (PRIAC). PRIAC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The stable value fund issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

As described in the method of accounting disclosure, because the stable value fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the stable value fund. Contract value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$19,796,169 and \$18,658,936, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.5 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The stable value fund permits the insurance company or Plan to terminate the agreement prior to the scheduled maturity date under certain circumstances.

	2013	2012
Average yields:		
Based on actual earnings	1.85%	2.20%
Based on interest rate credited to participants	1.85%	2.20%

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the employer or the Plan, at the employer's discretion.

Note 3: Investments

The Plan's investments are held by a bank-administered trust fund or insurance company. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2013	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 10,920,868	\$ 48,252,032
Pooled separate account	(69,464)	7,478,657
Stable value fund	-	19,796,169
	<u>\$ 10,851,404</u>	<u>\$ 75,526,858</u>
	2012	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 3,950,227	\$ 35,209,677
Pooled separate account	604,891	7,348,787
Stable value fund	-	18,658,936
	<u>\$ 4,555,118</u>	<u>\$ 61,217,400</u>

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

The fair value of individual investments that represented 5% or more of the Plan's assets were as follows:

	2013	2012
American Funds EuroPacific Growth Fund	\$ 10,552,581	\$ 7,184,919
Mainstay Large Cap Growth Fund	7,988,626	5,387,175
MFS Value Fund	5,701,356	-
Prudential Jennison Small Company Fund Class A	6,077,914	4,955,098
Vanguard Institutional Index Fund	7,814,450	6,504,582
Core Plus Bond/PIMCO Fund	7,478,657	7,348,787
Principal Preservation Separate Account	19,796,169	18,658,936

Interest and dividends realized on the Plan's investments for the years ended 2013 and 2012 were \$826,696 and \$872,920, respectively.

Note 4: Disclosures About Fair Value of Plan Assets

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements December 31, 2013 and 2012

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level with the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012.

		Fair Value Measurements Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair Value					
December 31, 2013					
Mutual funds					
Large cap funds	\$ 21,504,432	\$ 21,504,432	\$ -	\$ -	-
Mid-cap funds	7,098,089	7,098,089	-	-	-
Small cap funds	8,492,749	8,492,749	-	-	-
International funds	11,156,762	11,156,762	-	-	-
Pooled separate account - fixed income	7,478,657	-	7,478,657	-	-
Stable value fund	19,796,169	-	19,796,169	-	-
December 31, 2012					
Mutual funds					
Large cap funds	\$ 14,982,846	\$ 14,982,846	\$ -	\$ -	-
Multi-cap value funds	548,119	548,119	-	-	-
Mid-cap funds	5,151,722	5,151,722	-	-	-
Small cap funds	6,590,039	6,590,039	-	-	-
International funds	7,936,951	7,936,951	-	-	-
Pooled separate account - fixed income	7,348,787	-	7,348,787	-	-
Stable value fund	18,658,936	-	18,658,936	-	-

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Plan holds no Level 3 investments. See Note 2 for description of inputs used to determine the fair value of Level 2 investments.

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

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

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan paid \$212,513 and \$98,545 of recordkeeping and investment advisory fees to the custodian during the years ended December 31, 2013 and 2012, respectively. The Company provides certain administrative services at no cost to the Plan.

Certain Plan investments are shares of mutual funds or units of a pooled separate account and a stable value fund managed by Prudential, which is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

Note 6: Nonexempt Transactions

Defined-contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$17,576 and \$478 were not remitted within the required time period for the years ended December 31, 2013 and 2012, respectively.

Note 7: Risks and Uncertainties

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

Keihin North America, Inc. Savings and Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Note 8: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2013

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions	
\$	17,576	\$	542

Keihin North America, Inc. Savings and Retirement Plan

EIN 35-1737524 PN 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
Mutual Funds		
Allianz NFJ International Value Fund	26,020 shares	\$ 604,181
Allianz NFJ Small Cap Value Fund	68,662 shares	2,414,835
American Funds EuroPacific Growth Fund	215,227 shares	10,552,581
Janus Perkins Mid Cap Value Fund	213,437 shares	3,871,746
Mainstay Large Cap Growth Fund	767,399 shares	7,988,626
MFS Value Fund	171,728 shares	5,701,356
Morgan Stanley Institutional Mid Cap Growth Fund	71,206 shares	3,226,343
*Prudential Jennison Small Company Fund Class A	214,389 shares	6,077,914
Vanguard Institutional Index Fund	46,163 shares	7,814,450
		<u>48,252,032</u>
Pooled Separate Account		
*Core Plus Bond/PIMCO Fund	388,972 shares	7,478,657
Stable Value Fund		
*Principal Preservation Separate Account	736,327 shares	19,796,169
	4.25% - 9.25%, maturities ranging from January 2014 through October 2023	<u>2,779,228</u>
*Participant Loans		<u>\$ 78,306,086</u>

* Party-in-interest