

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

|                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------|-------------------------------------------------------|--|---------------------------------------------------------------------|--|-------------------------------------------------------------|--|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                               | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1a</b> Name of plan<br><u>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>                                                                                                                                                     | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>10/01/1985</u></td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>31-0925242</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>937-642-5000</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>336100</u></td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | <u>002</u> | <b>1c</b> Effective date of plan<br><u>10/01/1985</u> |  | <b>2b</b> Employer Identification Number (EIN)<br><u>31-0925242</u> |  | <b>2c</b> Sponsor's telephone number<br><u>937-642-5000</u> |  | <b>2d</b> Business code (see instructions)<br><u>336100</u> |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                     | <u>002</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>10/01/1985</u>                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>31-0925242</u>                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>937-642-5000</u>                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>336100</u>                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>HONDA OF AMERICA MFG., INC.</u><br><br><u>24000 HONDA PARKWAY</u><br><u>MARYSVILLE, OH 43040</u> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |

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

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

|                                                                                                                                                                                                                           |                                                                                         |                    |                                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                                                                          | Filed with authorized/valid electronic signature.<br>Signature of plan administrator    | 10/16/2014<br>Date | SHANE MCCOY<br>Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                                                                                                                                          | Filed with authorized/valid electronic signature.<br>Signature of employer/plan sponsor | 10/16/2014<br>Date | SHANE MCCOY<br>Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                                                                                                                                          | Signature of DFE                                                                        | Date               | Enter name of individual signing as DFE                                     |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)<br><u>RONALD ARCULEO</u><br><u>DELOITTE TAX LLP</u><br><u>1700 MARKET ST.</u><br><u>PHILADELPHIA, PA 19103</u> |                                                                                         |                    | Preparer's telephone number (optional)<br><u>215-246-2300</u>               |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input checked="" type="checkbox"/> Same as Plan Sponsor Address<br><br>HONDA MFG. 401K PLAN COMMITTEE                                                                                                                                                                                                                  |           | <b>3b</b> Administrator's EIN<br>31-0925242                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                            |           | <b>3c</b> Administrator's telephone number<br>937-642-5000                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |           | <b>5</b> 19956                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         | <b>6a</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        | <b>6b</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          | <b>6c</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   | <b>6d</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 | <b>6e</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    | <b>6f</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            | <b>6g</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                | <b>6h</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                        |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2S 2T 3F 3H                                                                                                                                                                                                                                 |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

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

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

|                                                                                                     |                                                                    |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>HONDA OF AMERICA MFG., INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>31-0925242</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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                                             |
| <u>DIMENSIONAL FUND ADVISORS</u>                                                                                  | <u>6300 BEE CAVE ROAD</u><br><u>BUILDING ONE</u><br><u>AUSTIN, TX 78746</u> |

|                                                                                                                  |                                                     |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |                                                     |
| <u>NUVEEN INVESTMENTS</u>                                                                                        | <u>333 WACKER DRIVE</u><br><u>CHICAGO, IL 60606</u> |

|                                                                                                                   |                                                  |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                  |
| <u>PIMCO FUNDS DIST. INST</u>                                                                                     | <u>P.O. BOX 55060</u><br><u>BOSTON, MA 02205</u> |

|                                                                                                                   |                                                                          |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                                          |
| <u>RAINIER FUNDS</u>                                                                                              | <u>601 UNION STREET</u><br><u>SUITE 2801</u><br><u>SEATTLE, WA 98101</u> |

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

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VANGUARD MARKETING CORP

100 VANGUARD BLVD  
MALVERN, PA 19355

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

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

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

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

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

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

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

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

T ROWE PRICE RPS INC

100 EAST PRATT STREET  
BALTIMORE, MD 21202

| (b)<br>Service<br>Code(s)                             | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 15 21 25 26<br>28 37 38 49<br>50 52 57 59<br>62 64 65 | NONE                                                                                                          | 1139996                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                              | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                        | 0                                                                                                                                                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                      |

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

MORNINGSTAR

22 WT WASHINGTON ST  
CHICAGO, IL 60602

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 26 50                     | NONE                                                                                                          | 214292                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                              | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

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

QDRO CONSULTANTS COMPANY, LLC

3071 PEARL ROAD  
MEDINA, OH 44256

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 16 17 50                  | NONE                                                                                                          | 27750                                                                           | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                              | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

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

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

DODGE AND COX

C/O BOSTON FINANCIAL DATA SERVICES  
P.O. BOX 8422  
BOSTON, MA 02266

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 59                  | NONE                                                                                              | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                                                | (b) Service Codes<br>(see instructions)         | (c) Enter amount of indirect compensation                                                                                                                          |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| T ROWE PRICE RPS INC                                                                                   | 15 21 25 26 28 37 38 49 50 52<br>57 59 62 64 65 | 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. |
| DODGE & COX STOCK FUND<br>C/O BOSTON FINANCIAL DATA SERVICES<br>P.O. BOX 8422<br>BOSTON, MA 02266      | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%   |                                                                                                                                                                    |
| <hr/>                                                                                                  |                                                 |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                                                | (b) Service Codes<br>(see instructions)         | (c) Enter amount of indirect compensation                                                                                                                          |
| T ROWE PRICE RPS INC                                                                                   | 15 21 25 26 28 37 38 49 50 52<br>57 59 62 64 65 | 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. |
| DODGE & COX INTL STOCK FUND<br>C/O BOSTON FINANCIAL DATA SERVICES<br>P.O. BOX 8422<br>BOSTON, MA 02266 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%   |                                                                                                                                                                    |
| <hr/>                                                                                                  |                                                 |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                                                | (b) Service Codes<br>(see instructions)         | (c) Enter amount of indirect compensation                                                                                                                          |
| T ROWE PRICE RPS INC                                                                                   | 15 21 25 26 28 37 38 49 50 52<br>57 59 62 64 65 | 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. |
| TRP STABLE VALUE TRUST<br>100 EAST PRATT STREET<br>BALTIMORE, MD 21202                                 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.075% |                                                                                                                                                                    |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><b>SCHEDULE D</b><br/><b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor<br/>Employee Benefits Security Administration</p> | <p style="text-align: center;"><b>DFE/Participating Plan Information</b></p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p> | <p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p> |
| <p>For calendar plan year 2013 or fiscal plan year beginning <span style="color: blue;">01/01/2013</span> and ending <span style="color: blue;">12/31/2013</span></p>                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>A</b> Name of plan<br/><span style="color: blue;">HONDA MANUFACTURING 401(K) SAVINGS PLAN</span></p>                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                       | <p><b>B</b> Three-digit plan number (PN) <span style="float: right;"><span style="color: blue;">▶</span> <span style="border: 1px solid black; padding: 2px 10px;">002</span></span></p>                                                                     |
| <p><b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br/><span style="color: blue;">HONDA OF AMERICA MFG., INC.</span></p>                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                       | <p><b>D</b> Employer Identification Number (EIN)<br/><span style="color: blue;">31-0925242</span></p>                                                                                                                                                        |
| <p><b>Part I</b> <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br/>(Complete as many entries as needed to report all interests in DFEs)</p>                                                                                                                |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">TRP STABLE VALUE COMMON TRUST FUND</span></p>                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">T. ROWE PRICE TRUST COMPANY</span></p>                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">52-1309931-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">173268876</span></p>                                                                                         |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">VFTC TARGET RET. INCOME TRUST PLUS</span></p>                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">VANGUARD FIDUCIARY TRUST COMPANY</span></p>                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">90-0735883-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">13537156</span></p>                                                                                          |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">VFTC TARGET RET. 2010 TRUST PLUS</span></p>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">VANGUARD FIDUCIARY TRUST COMPANY</span></p>                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">90-0735886-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">30861729</span></p>                                                                                          |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">VFTC TARGET RET. 2015 TRUST PLUS</span></p>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">VANGUARD FIDUCIARY TRUST COMPANY</span></p>                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">90-0735891-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">67887273</span></p>                                                                                          |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">VFTC TARGET RET. 2020 TRUST PLUS</span></p>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">VANGUARD FIDUCIARY TRUST COMPANY</span></p>                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">90-0735899-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">205971305</span></p>                                                                                         |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">VFTC TARGET RET. 2025 TRUST PLUS</span></p>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">VANGUARD FIDUCIARY TRUST COMPANY</span></p>                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">90-0735963-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">300644959</span></p>                                                                                         |
| <p><b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">VFTC TARGET RET. 2030 TRUST PLUS</span></p>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">VANGUARD FIDUCIARY TRUST COMPANY</span></p>                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                              |
| <p><b>c</b> EIN-PN <span style="color: blue;">90-0735964-001</span></p>                                                                                                                                                                                                                                               | <p><b>d</b> Entity code <span style="color: blue;">C</span></p>                                                                                                                                                                                                                                                                                       | <p><b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">308569853</span></p>                                                                                         |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TARGET RET. 2035 TRUST PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                               |
|------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">90-0735965-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">191339662</a> |
|------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TARGET RET. 2040 TRUST PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                               |
|------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">90-0735971-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">106913717</a> |
|------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TARGET RET. 2045 TRUST PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                              |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">90-0735972-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">49555856</a> |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TARGET RET. 2050 TRUST PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                              |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">90-0735976-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">22708168</a> |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TARGET RET. 2055 TRUST PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                             |
|------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">90-0735978-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">3934638</a> |
|------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [WINSLOW LARGE CAP GROWTH](#)**b** Name of sponsor of entity listed in (a): [WINSLOW CAPITAL MANAGEMENT](#)

|                                                |                                        |                                                                                                                              |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">27-3442979-010</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">49630942</a> |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TARGET RET. 2060 TRUST PLUS](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                            |
|------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">45-3799736-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">938333</a> |
|------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [VFTC TOTAL STOCK MARKET INDEX TRUST](#)**b** Name of sponsor of entity listed in (a): [VANGUARD FIDUCIARY TRUST COMPANY](#)

|                                                |                                        |                                                                                                                              |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">31-0925242-001</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">39493457</a> |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: [SMALL/MID CAP EQTY COLLECTIVE TRUST](#)**b** Name of sponsor of entity listed in (a): [RAINIER INVESTMENT MANAGEMENT](#)

|                                                |                                        |                                                                                                                              |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <a href="#">46-1188236-004</a> | <b>d</b> Entity code <a href="#">C</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">46459432</a> |
|------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>HONDA MANUFACTURING 401(K) SAVINGS PLAN</u>                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>002</u>                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>HONDA OF AMERICA MFG., INC.</u>                                                                                                                                                                      |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><br><u>31-0925242</u>                                   |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                 |                       |                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| 1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                 |                       |                 |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 | (a) Beginning of Year | (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                 |                       |                 |
| (1) Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>    | <u>2033643</u>        | <u>0</u>        |
| (2) Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>    | <u>3296935</u>        | <u>0</u>        |
| (3) Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>    | <u>5722</u>           | <u>0</u>        |
| (2) U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    |                       |                 |
| (3) Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| (A) Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       |                 |
| (B) All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b> |                       |                 |
| (4) Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| (A) Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> |                       |                 |
| (B) Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b> |                       |                 |
| (5) Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       |                 |
| (6) Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>    |                       |                 |
| (7) Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                 |
| (8) Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>    | <u>39509014</u>       | <u>0</u>        |
| (9) Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    | <u>1332648448</u>     | <u>0</u>        |
| (10) Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   |                       |                 |
| (11) Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   |                       |                 |
| (12) Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>   |                       |                 |
| (13) Value of interest in registered investment companies (e.g., mutual funds) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(13)</b>   | <u>313333888</u>      | <u>0</u>        |
| (14) Value of funds held in insurance company general account (unallocated contracts) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(14)</b>   |                       |                 |
| (15) Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 1690827650            | 0               |

**Liabilities**

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

**Net Assets**

|                                                           |           |            |   |
|-----------------------------------------------------------|-----------|------------|---|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 1690827650 | 0 |
|-----------------------------------------------------------|-----------|------------|---|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a</b> Contributions:                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 41252218   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 67882667   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 2173415    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 111308300 |
| <b>b</b> Earnings on investments:                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 3          |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 2284506    |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 2284509   |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 10076069   |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 10076069  |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 234583525 |
| (7) Net investment gain (loss) from pooled separate accounts.....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts.....                      | 2b(8)  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities.....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            | 64773928  |
| c Other income.....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 423026331 |

**Expenses**

|                                                                                     |       |           |           |
|-------------------------------------------------------------------------------------|-------|-----------|-----------|
| e Benefit payment and payments to provide benefits:                                 |       |           |           |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 108722356 |           |
| (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) |           | 108722356 |
| f Corrective distributions (see instructions).....                                  | 2f    |           |           |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |           | -9209     |
| h Interest expense.....                                                             | 2h    |           |           |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) | 27750     |           |
| (2) Contract administrator fees.....                                                | 2i(2) |           |           |
| (3) Investment advisory and management fees.....                                    | 2i(3) | 214292    |           |
| (4) Other.....                                                                      | 2i(4) | 1139996   |           |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |           | 1382038   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |           | 110095185 |

**Net Income and Reconciliation**

|                                                         |       |  |            |
|---------------------------------------------------------|-------|--|------------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 312931146  |
| l Transfers of assets:                                  |       |  |            |
| (1) To this plan.....                                   | 2l(1) |  | 251130     |
| (2) From this plan.....                                 | 2l(2) |  | 2004009926 |

**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: MCGLADREY LLP

(2) EIN: 42-0714325

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 20000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           | X   |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  | X   |    |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      | X   |    |          |

**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) |
|-----------------------------|--------------|-------------|
| AMERICAN HONDA SAVINGS PLAN | 95-2041006   | 333         |
| HONDA 401(K) SAVINGS PLAN   | 95-2041006   | 335         |
|                             |              |             |
|                             |              |             |

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

## Part V Trust Information (optional)

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

|                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------|-----|
| <div>SCHEDULE R<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div>                                                                                                                           |  | <div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div> |     |
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| A Name of plan<br>HONDA MANUFACTURING 401(K) SAVINGS PLAN                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                 |  | B Three-digit plan number (PN) ▶                                                                | 002 |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>HONDA OF AMERICA MFG., INC.                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                 |  | D Employer Identification Number (EIN)<br>31-0925242                                            |     |
| Part I Distributions                                                                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| All references to distributions relate only to payments of benefits during the plan year.                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                 |  | 1                                                                                               | 0   |
| 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): 52-1481931                                                                                                      |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 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)?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| Part III Amendments                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No         |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.                                                                                                                                                                                                        |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                               |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                             |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                 |  | Schedule R (Form 5500) 2013<br>v. 130118                                                        |     |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

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

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

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

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

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

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

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

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

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

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% 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): \_\_\_\_\_

|                    |                                         |
|--------------------|-----------------------------------------|
| Plan Name:         | Honda Manufacturing 401(k) Savings Plan |
| ERISA Plan Number: | 002                                     |
| Plan Sponsor EIN:  | 31-0925242                              |

# **Honda Manufacturing 401(k) Savings Plan**

Financial Report  
December 31, 2013

## Contents

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## **Independent Auditor's Report**

To the Honda Manufacturing  
401(k) Savings Plan Committee  
Honda Manufacturing 401(k) Savings Plan  
Marysville, Ohio

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

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

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

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

### **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 5, which was certified or provided by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

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

## **Independent Auditor's Report (Continued)**

### **Emphasis of Matter – Plan Merger**

As discussed in Note 9 to the financial statements, in July 2013, the Board of Directors of Honda of America Mfg., Inc., the Plan's Sponsor, approved to merge the Plan into the Honda 401(k) Savings Plan effective at the close of business December 31, 2013. All net assets were transferred to the Honda 401(k) Savings Plan on January 2, 2014. Our disclaimer of opinion has not been modified with respect to this matter.

### **Other Matter – Supplemental Schedule**

The supplemental schedule of assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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



Columbus, Ohio  
October 14, 2014

# **Honda Manufacturing 401(k) Savings Plan**

## **Statements of Net Assets Available for Benefits December 31, 2013 and 2012**

|                                                                                                                                                  | 2013                 | 2012                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-------------------------|
| <b>Assets</b>                                                                                                                                    |                      |                         |
| Investments, at fair value                                                                                                                       |                      |                         |
| Registered investment companies                                                                                                                  | \$ 347,479,487       | \$ 313,333,888          |
| Common/collective trusts                                                                                                                         | 1,611,715,356        | 1,332,648,448           |
| Money market funds                                                                                                                               | 5,354                | 5,722                   |
| <b>Total investments</b>                                                                                                                         | <b>1,959,200,197</b> | <b>1,645,988,058</b>    |
| Receivables                                                                                                                                      |                      |                         |
| Associate contributions                                                                                                                          | 2,355,801            | 3,296,935               |
| Employer contributions                                                                                                                           | 1,455,782            | 2,033,643               |
| Notes from participants                                                                                                                          | 45,848,444           | 44,579,527              |
| <b>Total receivables</b>                                                                                                                         | <b>49,660,027</b>    | <b>49,910,105</b>       |
| <b>Total assets</b>                                                                                                                              | <b>2,008,860,224</b> | <b>1,695,898,163</b>    |
| <b>Liabilities</b>                                                                                                                               |                      |                         |
| Due to Honda 401(k) Savings Plan                                                                                                                 | 2,006,438,750        | -                       |
| <b>Net assets available for benefits, at fair value</b>                                                                                          | <b>2,421,474</b>     | <b>1,695,898,163</b>    |
| Adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts | (2,421,474)          | (5,828,390)             |
| <b>Net assets available for benefits</b>                                                                                                         | <b>\$ -</b>          | <b>\$ 1,690,069,773</b> |

See Notes to Financial Statements.

## Honda Manufacturing 401(k) Savings Plan

### Statements of Changes in Net Assets Available for Benefits Year Ended December 31, 2013 and 2012

|                                                       | 2013                   | 2012               |
|-------------------------------------------------------|------------------------|--------------------|
| <b>Additions</b>                                      |                        |                    |
| Investment income                                     |                        |                    |
| Net appreciation in fair value of investments         | \$ 299,465,007         | \$ 173,767,348     |
| Interest and dividends                                | 13,375,434             | 13,397,906         |
| <b>Total investment income</b>                        | <b>312,840,441</b>     | <b>187,165,254</b> |
| Interest income on notes receivable from participants | 2,311,378              | 2,199,885          |
| <b>Contributions</b>                                  |                        |                    |
| Associate                                             | 67,882,667             | 62,395,814         |
| Employer                                              | 41,252,218             | 38,518,170         |
| Rollovers                                             | 2,173,415              | 1,878,900          |
| <b>Total contributions</b>                            | <b>111,308,300</b>     | <b>102,792,884</b> |
| <b>Total additions</b>                                | <b>426,460,119</b>     | <b>292,158,023</b> |
| <b>Deductions</b>                                     |                        |                    |
| Benefits paid to participants or beneficiaries        | 108,722,356            | 57,479,351         |
| Administrative expenses                               | 1,382,038              | 1,303,417          |
| <b>Total deductions</b>                               | <b>110,104,394</b>     | <b>58,782,768</b>  |
| <b>Net increase prior to transfers</b>                | <b>316,355,725</b>     | <b>233,375,255</b> |
| Participant directed transfers, net                   | 13,252                 | (1,820,435)        |
| Pending transfer to Honda 401(k) Savings Plan         | (2,006,438,750)        | -                  |
| <b>Total transfers</b>                                | <b>(2,006,425,498)</b> | <b>(1,820,435)</b> |
| <b>Net increase (decrease)</b>                        | <b>(1,690,069,773)</b> | <b>231,554,820</b> |
| <b>Net Assets Available for Benefits</b>              |                        |                    |
| Beginning                                             | 1,690,069,773          | 1,458,514,953      |
| Ending                                                | \$ -                   | \$ 1,690,069,773   |

See Notes to Financial Statements.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Plan Description

The following description of the Honda Manufacturing 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

**General:** The Plan was established on October 1, 1985 by Honda of America Mfg., Inc. and Honda Engineering North America, Inc. The Plan allows participants an opportunity to contribute according to provisions of Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Honda of America Mfg., Inc. is the Plan Sponsor. The Plan Administrator responsibilities are carried out by the Honda Manufacturing 401(k) Savings Plan Committee (the Committee). The participating employers in the Plan are Honda of America Mfg., Inc., Honda Engineering North America, Inc., Honda Manufacturing of Alabama, LLC, Honda Transmission Mfg. of America, Inc., Honda Precision Parts of Georgia, LLC and Honda Manufacturing of Indiana, LLC (the Companies or the Employers). Effective April 1, 2013, Honda North America Services, LLC elected to be a participating employer in the Plan.

T. Rowe Price Trust Company (T. Rowe Price) is the trustee of the Plan. The trustee holds the Plan's assets and executes transactions therein based upon specific authorization of the Plan Administrator or participants.

**Contributions:** Under the terms of the Plan, eligible associates (other than Japanese national associates and student associates) with at least three months of service may participate in the Plan. Participants are automatically enrolled in the Plan with an elective pre-tax deferral rate of 3% of compensation, increasing each January 1 thereafter by 1% until such elective deferral rate is 6% of compensation, unless the participant affirmatively elects out of the automatic deferral feature, elects a different deferral rate, or elects not to participate in the Plan. An associate may authorize payroll deductions ranging from 1% to 50% of their base salary. The Employer matching contributions equal 100% of the first 3% of each participant's basic contribution and 50% of the next 2%. Honda of America Mfg., Inc., Honda Engineering North America, Inc., Honda Transmission Mfg. of America, Inc. and Honda North America Services, LLC associates who are eligible for the Plan also receive a retirement contribution funded by their respective employers equal to 1% of the participants' base salary. The Plan also permits employees to transfer funds from other qualified plans into the trust fund managed for the Plan as rollover contributions. Such transfers must be approved by the Plan Administrator. Contributions are subject to certain limitations.

**Participant accounts:** Each participant's account is credited with the associate's contributions, employer matching contributions, an allocation of investment earnings, and is charged with an allocation of investment and administrative expenses. Allocations are based on the participant's selected funds allocation percentages. Investment income is allocated to participant accounts by investment fund balance on a daily basis. This allocation is based upon the ratio of each participant's weighted average fund balance to the total of all participants' fund balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Associate contributions are 100% vested at all times. Employer amounts credited to a participant's account are fully vested at the time the matching contribution is made.

**Investment options:** Participants may allocate their contributions to any of the various funds provided by the Plan. Participants may transfer account balances among the different funds on a daily basis.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Plan Description (Continued)

**Notes receivable from participants:** The Plan permits loans to participants up to 50% of their vested account balance for not less than \$1,000 and not to exceed \$50,000. The term for repayment shall be no longer than five years nor less than twelve months. Loans bear a reasonable rate of interest as determined by the Committee. Principal and interest is paid ratably through periodic payroll deductions.

**Distributions:** A participant's vested account will be distributed upon retirement, termination, disability or death. Distributions are made in lump sum or in installments not to exceed the life expectancy of the participant. A participant may make an in-service withdrawal due to financial hardship or upon attainment of age 59 ½. Such withdrawals are subject to approval.

**Participant directed transfers:** Participant directed transfers relate to voluntary participant balance transfers to or from other Honda qualified defined contribution plans that follow eligible Honda associates due to changes in their employment locations within the Honda corporate entities. Participant directed transfers for the years ended December 31 are as follows:

|                                                       | 2013             | 2012                  |
|-------------------------------------------------------|------------------|-----------------------|
| Participant directed transfers to other Honda plans   | \$ (237,878)     | \$ (1,834,447)        |
| Participant directed transfers from other Honda plans | 251,130          | 14,012                |
| <b>Participant directed transfers, net</b>            | <b>\$ 13,252</b> | <b>\$ (1,820,435)</b> |

#### Note 2. Summary of Significant Accounting Policies

**Basis of accounting:** The financial statements of the Plan are prepared on the accrual basis 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 feature 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 investment contracts through a common/collective trust. Contract value for this common/collective trust is based on the net asset value of the fund as reported by the trustee. The statements of net assets available for benefits as of December 31, 2013 and 2012 present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

**Investment valuation and income recognition:** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an 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.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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

**Contributions:** Associate contributions and employer matching contributions are recognized when the associate contributions are withheld from the associate's earnings. The employer retirement contribution is recognized weekly.

**Distributions:** Benefits are recognized when paid.

**Administrative expenses:** Fees charged by the trustee and other fees, such as audit, legal and administrative fees, incurred by the Plan are charged to and paid directly by the Plan Administrator or the Plan, as directed by the Committee.

**Notes receivable from participants:** Notes receivable from participants are measured at their unpaid principal balances plus any accrued interest. Delinquent loans are treated as distributions based upon terms of the Plan document.

**Use of estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make certain estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ significantly from those estimates.

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

**Subsequent events:** The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 14, 2014, the date the financial statements were available to be issued.

#### Note 3. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan Administrator by a letter dated October 23, 2013, that the Plan and its underlying trust qualify under the applicable sections of the Internal Revenue Code (IRC). The Plan Administrator and the Plan's counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain tax position that is more likely than not would be sustained upon examination. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the statute of limitations restricts federal and state examinations by tax authorities to three to five years from the date of filing. When and if applicable, potential interest and penalty costs are accrued as incurred, with expenses recognized in income taxes in the statements of changes in net assets available for benefits.

#### Note 4. Parties in Interest Transactions

Certain Plan investments are shares of a registered investment company and a common/collective trust managed by T. Rowe Price Associates, Inc., an affiliate of T. Rowe Price Trust Company. T. Rowe Price is the trustee, as defined by the Plan; therefore, these transactions qualify as party in interest transactions. Fees paid by the Plan for administrative and other services provided by T. Rowe Price approximated \$1,140,000 and \$1,098,000 for the years ended December 31, 2013 and 2012, respectively.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

#### Note 5. Information Certified and Provided by T. Rowe Price Trust Company

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2013 and 2012 included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

The following table presents the fair value of the Plan's assets as certified by the trustee as of December 31. The fair values of individual assets that represent 5% or more of the Plan's net assets, prior to the pending transfer to the Honda 401(k) Savings Plan, are separately identified.

|                                              | 2013                           |    | 2012                           |    |
|----------------------------------------------|--------------------------------|----|--------------------------------|----|
| Investments at fair value                    |                                |    |                                |    |
| Registered investment companies              |                                |    |                                |    |
| PIMCO Total Return Institutional Fund        | \$ 72,732,950                  | *  | \$ 89,883,553                  |    |
| Other registered investment companies        | 274,746,537                    |    | 223,450,335                    |    |
|                                              | <u>347,479,487</u>             |    | <u>313,333,888</u>             |    |
| Common/collective trusts                     |                                |    |                                |    |
| T. Rowe Price Stable Value Common Trust Fund | 173,268,876                    | ** | 141,403,877                    | ** |
| VFTC Target Retirement 2020 Trust Plus       | 205,971,305                    |    | 190,918,102                    |    |
| VFTC Target Retirement 2025 Trust Plus       | 300,644,959                    |    | 253,290,076                    |    |
| VFTC Target Retirement 2030 Trust Plus       | 308,569,853                    |    | 252,156,142                    |    |
| VFTC Target Retirement 2035 Trust Plus       | 191,339,662                    |    | 150,947,593                    |    |
| VFTC Target Retirement 2040 Trust Plus       | 106,913,717                    |    | 81,758,713                     | *  |
| Other common/collective trusts               | 325,006,984                    |    | 262,173,945                    |    |
|                                              | <u>1,611,715,356</u>           |    | <u>1,332,648,448</u>           |    |
| Money market fund                            |                                |    |                                |    |
| Vanguard Prime Money Market Fund             | 5,354                          | *  | 5,722                          | *  |
|                                              | <u>1,959,200,197</u>           |    | <u>1,645,988,058</u>           |    |
| Notes receivable from participants           | 45,848,444                     | *  | 44,579,527                     | *  |
| <b>Total</b>                                 | <u><u>\$ 2,005,048,641</u></u> |    | <u><u>\$ 1,690,567,585</u></u> |    |

\* Less than 5% of net assets in respective year

\*\* T. Rowe Price has also certified the contract values of \$170,847,402 and \$135,575,487 of the T. Rowe Price Stable Value Common Trust Fund as of December 31, 2013 and 2012, respectively.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 5. Information Certified and Provided by T. Rowe Price Trust Company (Continued)

T. Rowe Price also certified to the completeness and accuracy of the following for the years ended December 31:

|                                                | 2013                  | 2012                  |
|------------------------------------------------|-----------------------|-----------------------|
| Net appreciation in fair value of investments  |                       |                       |
| Registered investment companies                | \$ 64,773,928         | \$ 30,613,818         |
| Common/collective trusts                       | 234,691,079           | 143,153,530           |
|                                                | <u>\$ 299,465,007</u> | <u>\$ 173,767,348</u> |
| Interest and dividend income                   |                       |                       |
| Interest and dividends on investments          | \$ 13,375,434         | \$ 13,397,906         |
| Interest on notes receivable from participants | 2,311,378             | 2,199,885             |
|                                                | <u>\$ 15,686,812</u>  | <u>\$ 15,597,791</u>  |

#### Note 6. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

**Shares of registered investment companies:** Valued at the net asset value (NAV) of shares held by the plan at year end.

**Common/collective trusts:** Valued at the total of the NAV of the underlying securities held by the account at year end. The Plan's interest in the common/collective trusts are valued based on the information reported by the investment advisor.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

#### Note 6. Fair Value Measurements (Continued)

**Money market fund:** Valued at the closing price reported on the active market on which the fund is traded, generally at \$1 per share.

The methods described above may produce a fair value 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31:

|                                      | 2013                  |                         |             |                         |
|--------------------------------------|-----------------------|-------------------------|-------------|-------------------------|
|                                      | Level 1               | Level 2                 | Level 3     | Total                   |
| Money market fund                    | \$ 5,354              | \$ -                    | \$ -        | \$ 5,354                |
| Registered investment companies      |                       |                         |             |                         |
| Intermediate-term fixed income fund  | 97,210,811            | -                       | -           | 97,210,811              |
| Large cap domestic equity funds      | 111,445,860           | -                       | -           | 111,445,860             |
| Small/mid cap domestic equity funds  | 45,393,445            | -                       | -           | 45,393,445              |
| International equity fund (non U.S.) | 70,395,284            | -                       | -           | 70,395,284              |
| Global equity fund                   | 23,034,087            | -                       | -           | 23,034,087              |
| Common/collective trusts             | -                     | 1,611,715,356           | -           | 1,611,715,356           |
| <b>Total assets at fair value</b>    | <b>\$ 347,484,841</b> | <b>\$ 1,611,715,356</b> | <b>\$ -</b> | <b>\$ 1,959,200,197</b> |
|                                      | 2012                  |                         |             |                         |
|                                      | Level 1               | Level 2                 | Level 3     | Total                   |
| Money market fund                    | \$ 5,722              | \$ -                    | \$ -        | \$ 5,722                |
| Registered investment companies      |                       |                         |             |                         |
| Intermediate-term fixed income fund  | 124,312,993           | -                       | -           | 124,312,993             |
| Large cap domestic equity funds      | 86,445,082            | -                       | -           | 86,445,082              |
| Small/mid cap domestic equity funds  | 26,052,960            | -                       | -           | 26,052,960              |
| International equity fund (non U.S.) | 58,888,435            | -                       | -           | 58,888,435              |
| Global equity fund                   | 17,634,418            | -                       | -           | 17,634,418              |
| Common/collective trusts             | -                     | 1,332,648,448           | -           | 1,332,648,448           |
| <b>Total assets at fair value</b>    | <b>\$ 313,339,610</b> | <b>\$ 1,332,648,448</b> | <b>\$ -</b> | <b>\$ 1,645,988,058</b> |

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

#### Note 6. Fair Value Measurements (Continued)

The following tables set forth additional disclosures of Plan's Level 2 investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31:

|                                              | 2013                    |                     |                      |                          |
|----------------------------------------------|-------------------------|---------------------|----------------------|--------------------------|
|                                              | Fair Value              | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Common/collective trusts                     |                         |                     |                      |                          |
| Target retirement date trusts <sup>(a)</sup> | 1,302,862,649           | None                | Daily                | None                     |
| Stable value trust <sup>(b)</sup>            | 173,268,876             | None                | Daily                | 12 months                |
| Index trusts <sup>(a)</sup>                  | 39,493,457              | None                | Daily                | None                     |
| Large cap equity trust <sup>(a)</sup>        | 49,630,942              | None                | Daily                | None                     |
| Small/Mid cap equity trust <sup>(a)</sup>    | 46,459,432              | None                | Daily                | None                     |
| <b>Total</b>                                 | <b>\$ 1,611,715,356</b> |                     |                      |                          |

  

|                                              | 2012                    |                     |                      |                          |
|----------------------------------------------|-------------------------|---------------------|----------------------|--------------------------|
|                                              | Fair Value              | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Common/collective trusts                     |                         |                     |                      |                          |
| Target retirement date trusts <sup>(a)</sup> | \$ 1,094,687,182        | None                | Daily                | None                     |
| Stable value trust <sup>(b)</sup>            | 141,403,877             | None                | Daily                | 12 months                |
| Index trusts <sup>(a)</sup>                  | 22,471,081              | None                | Daily                | None                     |
| Large cap equity trust <sup>(a)</sup>        | 41,752,797              | None                | Daily                | None                     |
| Small/Mid cap equity trust <sup>(a)</sup>    | 32,333,511              | None                | Daily                | None                     |
| <b>Total</b>                                 | <b>\$ 1,332,648,448</b> |                     |                      |                          |

<sup>(a)</sup> This category includes high quality securities. Investments in this category can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the net asset value per share of the investments.

<sup>(b)</sup> This category includes a stable value trust whose objective is to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions without penalty or adjustment. The trust invests principally in guaranteed investment contracts issued by insurance companies; investment contracts held by banks; structured or synthetic investment contracts issued by banks, insurance companies, and other issuers, as well as the securities supporting such contracts; separate account contracts; and other similar instruments. Investments in this category can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. The fair value of the investments in this category has been estimated using the net asset value per share of the underlying investments. A plan-level total withdrawal from the stable value trust requires 12 months notice to the trustee; however, participants may trade in and out of the trust on a daily basis.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 7. Plan Termination

The Plan Sponsor had the right, under the plan document, to terminate the Plan at any time, subject to the provisions of ERISA. Effective at the close of business on December 31, 2013, the Plan was merged into the Honda 401(k) Savings Plan. All net assets were transferred to the Honda 401(k) Savings Plan on January 2, 2014.

#### Note 8. Reconciliation of Financial Statements to Form 5500

Due to the plan merger effective as of the close of business December 31, 2013, the Form 5500 recognized a transfer out. As further described in Note 9, the Honda 401(k) Savings Plan was established January 1, 2014 and the Companies became adopting employers effective January 1, 2014. The net assets were transferred on January 2, 2014. As a result, the financial statements will report investment balances and receivables at December 31, 2013 with a liability due to the Honda 401(k) Savings Plan in the statement of net assets available for benefits and a corresponding pending transfer to the Honda 401(k) Savings Plan in the statement of changes in net assets available for benefits. The financial statements and Form 5500 report zero net assets at December 31, 2013.

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the years ended December 31:

|                                                                                                                                    | 2013                  | 2012                  |
|------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Total investment income per the financial statements                                                                               | \$ 312,840,441        | \$ 187,165,254        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts, current year                       | 2,421,474             | 5,828,390             |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts, prior year                         | (5,828,390)           | (4,047,570)           |
| Accrued interest on deemed distribution notes included in notes receivable from participants on financial statements, current year | (666,657)             | (639,785)             |
| Accrued interest on deemed distribution notes included in notes receivable from participants on financial statements, prior year   | 639,785               | 630,575               |
| Interest income on notes receivable from participants                                                                              | 2,311,378             | 2,199,885             |
| <b>Total investment income per Form 5500</b>                                                                                       | <b>\$ 311,718,031</b> | <b>\$ 191,136,749</b> |

The following is a reconciliation of benefits paid to participants or beneficiaries per the financial statements to total benefit payments and deemed distributions per Form 5500 for the years ended December 31:

|                                                                                                                | 2013                  | 2012                 |
|----------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|
| Total benefits paid per the financial statements                                                               | \$ 108,722,356        | \$ 57,479,351        |
| Deemed distribution notes included in notes receivable from participants on financial statements, current year | 419,494               | 676,626              |
| Deemed distribution notes included in notes receivable from participants on financial statements, prior year   | (428,703)             | (390,595)            |
| <b>Total benefits distributions per Form 5500</b>                                                              | <b>\$ 108,713,147</b> | <b>\$ 57,765,382</b> |

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 8. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of the pending transfer to Honda 401(k) Savings Plan per the financial statements to the Form 5500 for the year ended December 31:

|                                                                                                  | 2013                    | 2012                |
|--------------------------------------------------------------------------------------------------|-------------------------|---------------------|
| Pending transfer to Honda 401(k) Savings Plan per the financial statements                       | \$ 2,006,438,750        | \$ -                |
| Participant directed transfers to other Honda plans                                              | 237,878                 | 1,834,447           |
| Deemed distribution notes included in notes receivable from participants on financial statements | (5,088,176)             | -                   |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts   | 2,421,474               | -                   |
| <b>Total transfers from this plan per Form 5500</b>                                              | <b>\$ 2,004,009,926</b> | <b>\$ 1,834,447</b> |

#### Note 9. Plan Merger and Subsequent Event

In July 2013, the Board of Directors of Honda of America Mfg., Inc. approved to merge the Plan effective at the close of business December 31, 2013 into the Honda 401(k) Savings Plan.

In September 2013, the Plan Sponsor notified all employees of the seven Plan participating employers of its decision to merge the Plan into the Honda 401(k) Savings Plan. The Companies became adopting employers and eligible employees could begin participating in the new plan on January 1, 2014. Net assets of the Plan transferred on January 2, 2014.

The Honda 401(k) Savings Plan is a new plan created by Honda North America Services, LLC. Effective January 1, 2014, American Honda Motor Co., Inc. became the plan sponsor. The Honda 401(k) Savings Plan also merged in the net assets of the American Honda Savings Plan and the Honda South Carolina Savings Plan in January 2014.

## **Supplemental Schedule**

# **Honda Manufacturing 401(k) Savings Plan**

**Plan Sponsor: Honda of American Mfg., Inc.**

**Employee Identification Number: 31-0925242**

**Plan Number: 002**

**Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)**

**December 31, 2013**

| (a) | (b)                                                    | (c)                                                                                                     | (e)                |
|-----|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|
|     | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Current Value      |
|     |                                                        | Registered Investment Companies                                                                         |                    |
|     | Dimensional Fund Advisors                              | US Targeted Value Fund                                                                                  |                    |
|     |                                                        | 1,993,564 shares of interest                                                                            | \$ 45,393,445      |
|     | Dodge & Cox                                            | International Stock Fund                                                                                |                    |
|     |                                                        | 1,284,502 shares of interest                                                                            | 55,284,954         |
|     | Dodge & Cox                                            | Stock Fund                                                                                              |                    |
|     |                                                        | 473,967 shares of interest                                                                              | 80,038,811         |
|     | Pacific Investment Management                          | PIMCO Total Return Instl Fund                                                                           |                    |
|     |                                                        | 6,803,831 shares of interest                                                                            | 72,732,950         |
| *   | T. Rowe Price Trust Company                            | Global Stock Fund                                                                                       |                    |
|     |                                                        | 953,003 shares of interest                                                                              | 23,034,087         |
|     | Vanguard Fiduciary Trust Company                       | Primecap Core Inv Fund                                                                                  |                    |
|     |                                                        | 1,615,589 shares of interest                                                                            | 31,407,049         |
|     | Vanguard Fiduciary Trust Company                       | Total Bond Market Index Fund                                                                            |                    |
|     |                                                        | 2,317,979 shares of interest                                                                            | 24,477,861         |
|     | Vanguard Fiduciary Trust Company                       | Total International Stock Index Fund                                                                    |                    |
|     |                                                        | 134,902 shares of interest                                                                              | 15,110,330         |
|     |                                                        |                                                                                                         | <u>347,479,487</u> |
|     |                                                        | Common/Collective Trusts                                                                                |                    |
|     | Rainier Investment Management                          | Small/Mid Cap Equity Collective Trust                                                                   |                    |
|     |                                                        | 928,446 shares of interest                                                                              | 46,459,432         |
| *   | T. Rowe Price Trust Company                            | Stable Value Common Trust Fund                                                                          |                    |
|     |                                                        | 170,847,402 shares of interest                                                                          | 173,268,876        |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement Income Trust Plus                                                                     |                    |
|     |                                                        | 386,997 shares of interest                                                                              | 13,537,156         |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2010 Trust Plus                                                                       |                    |
|     |                                                        | 842,296 shares of interest                                                                              | 30,861,729         |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2015 Trust Plus                                                                       |                    |
|     |                                                        | 1,769,280 shares of interest                                                                            | 67,887,273         |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2020 Trust Plus                                                                       |                    |
|     |                                                        | 5,196,047 shares of interest                                                                            | 205,971,305        |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2025 Trust Plus                                                                       |                    |
|     |                                                        | 7,388,669 shares of interest                                                                            | 300,644,959        |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2030 Trust Plus                                                                       |                    |
|     |                                                        | 7,380,288 shares of interest                                                                            | 308,569,853        |

(Continued)

# **Honda Manufacturing 401(k) Savings Plan**

**Plan Sponsor: Honda of American Mfg., Inc.**

**Employee Identification Number: 31-0925242**

**Plan Number: 002**

**Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) (Continued)**

**December 31, 2013**

| (a)                                                    | (b) | (c)                                                                                                                   | (e)                          |
|--------------------------------------------------------|-----|-----------------------------------------------------------------------------------------------------------------------|------------------------------|
| Identity of issuer, borrower, lessor, or similar party |     | Description of investment including maturity date, rate of interest, collateral, par, or maturity value               | Current Value                |
| Vanguard Fiduciary Trust Company                       |     | Target Retirement 2035 Trust Plus<br>4,461,172 shares of interest                                                     | 191,339,662                  |
| Vanguard Fiduciary Trust Company                       |     | Target Retirement 2040 Trust Plus<br>2,455,529 shares of interest                                                     | 106,913,717                  |
| Vanguard Fiduciary Trust Company                       |     | Target Retirement 2045 Trust Plus<br>1,137,907 shares of interest                                                     | 49,555,856                   |
| Vanguard Fiduciary Trust Company                       |     | Target Retirement 2050 Trust Plus<br>520,949 shares of interest                                                       | 22,708,168                   |
| Vanguard Fiduciary Trust Company                       |     | Target Retirement 2055 Trust Plus<br>90,327 shares of interest                                                        | 3,934,638                    |
| Vanguard Fiduciary Trust Company                       |     | Target Retirement 2060 Trust Plus<br>35,814 shares of interest                                                        | 938,333                      |
| Vanguard Fiduciary Trust Company                       |     | Total Stock Market Index Trust<br>492,130 shares of interest                                                          | 39,493,457                   |
| Winslow Capital Management                             |     | Winslow Large Cap Growth I<br>1,591,245 shares of interest                                                            | 49,630,942                   |
|                                                        |     |                                                                                                                       | <hr/> 1,611,715,356          |
| Vanguard Fiduciary Trust Company                       |     | Money Market Fund<br>Prime Money Market Fund<br>5,3354.02 shares of interest                                          | 5,354                        |
| * Various                                              |     | Participant Loans<br>Interest rates ranging from 4.25% to 7.00%<br>maturing at various dates through<br>December 2018 | 45,848,444                   |
|                                                        |     |                                                                                                                       | <hr/> <hr/> \$ 2,005,048,641 |

\* Denotes party-in-interest.

Note: The above information has been certified as complete and accurate by T. Rowe Price Trust Company, the trustee of the Plan. Column (d) (Cost) has been omitted as it is not required under ERISA.

|                    |                                         |
|--------------------|-----------------------------------------|
| Plan Name:         | Honda Manufacturing 401(k) Savings Plan |
| ERISA Plan Number: | 002                                     |
| Plan Sponsor EIN:  | 31-0925242                              |

# **Honda Manufacturing 401(k) Savings Plan**

Financial Report  
December 31, 2013

## Contents

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## **Independent Auditor's Report**

To the Honda Manufacturing  
401(k) Savings Plan Committee  
Honda Manufacturing 401(k) Savings Plan  
Marysville, Ohio

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

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

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

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

### **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 5, which was certified or provided by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

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

## **Independent Auditor's Report (Continued)**

### **Emphasis of Matter – Plan Merger**

As discussed in Note 9 to the financial statements, in July 2013, the Board of Directors of Honda of America Mfg., Inc., the Plan's Sponsor, approved to merge the Plan into the Honda 401(k) Savings Plan effective at the close of business December 31, 2013. All net assets were transferred to the Honda 401(k) Savings Plan on January 2, 2014. Our disclaimer of opinion has not been modified with respect to this matter.

### **Other Matter – Supplemental Schedule**

The supplemental schedule of assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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



Columbus, Ohio  
October 14, 2014

# **Honda Manufacturing 401(k) Savings Plan**

## **Statements of Net Assets Available for Benefits December 31, 2013 and 2012**

|                                                                                                                                                  | 2013                 | 2012                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-------------------------|
| <b>Assets</b>                                                                                                                                    |                      |                         |
| Investments, at fair value                                                                                                                       |                      |                         |
| Registered investment companies                                                                                                                  | \$ 347,479,487       | \$ 313,333,888          |
| Common/collective trusts                                                                                                                         | 1,611,715,356        | 1,332,648,448           |
| Money market funds                                                                                                                               | 5,354                | 5,722                   |
| <b>Total investments</b>                                                                                                                         | <b>1,959,200,197</b> | <b>1,645,988,058</b>    |
| Receivables                                                                                                                                      |                      |                         |
| Associate contributions                                                                                                                          | 2,355,801            | 3,296,935               |
| Employer contributions                                                                                                                           | 1,455,782            | 2,033,643               |
| Notes from participants                                                                                                                          | 45,848,444           | 44,579,527              |
| <b>Total receivables</b>                                                                                                                         | <b>49,660,027</b>    | <b>49,910,105</b>       |
| <b>Total assets</b>                                                                                                                              | <b>2,008,860,224</b> | <b>1,695,898,163</b>    |
| <b>Liabilities</b>                                                                                                                               |                      |                         |
| Due to Honda 401(k) Savings Plan                                                                                                                 | 2,006,438,750        | -                       |
| <b>Net assets available for benefits, at fair value</b>                                                                                          | <b>2,421,474</b>     | <b>1,695,898,163</b>    |
| Adjustment from fair value to contract value for interest in a common/collective trust relating to fully benefit-responsive investment contracts | (2,421,474)          | (5,828,390)             |
| <b>Net assets available for benefits</b>                                                                                                         | <b>\$ -</b>          | <b>\$ 1,690,069,773</b> |

See Notes to Financial Statements.

## Honda Manufacturing 401(k) Savings Plan

### Statements of Changes in Net Assets Available for Benefits Year Ended December 31, 2013 and 2012

|                                                       | 2013                   | 2012               |
|-------------------------------------------------------|------------------------|--------------------|
| <b>Additions</b>                                      |                        |                    |
| Investment income                                     |                        |                    |
| Net appreciation in fair value of investments         | \$ 299,465,007         | \$ 173,767,348     |
| Interest and dividends                                | 13,375,434             | 13,397,906         |
| <b>Total investment income</b>                        | <b>312,840,441</b>     | <b>187,165,254</b> |
| Interest income on notes receivable from participants | 2,311,378              | 2,199,885          |
| <b>Contributions</b>                                  |                        |                    |
| Associate                                             | 67,882,667             | 62,395,814         |
| Employer                                              | 41,252,218             | 38,518,170         |
| Rollovers                                             | 2,173,415              | 1,878,900          |
| <b>Total contributions</b>                            | <b>111,308,300</b>     | <b>102,792,884</b> |
| <b>Total additions</b>                                | <b>426,460,119</b>     | <b>292,158,023</b> |
| <b>Deductions</b>                                     |                        |                    |
| Benefits paid to participants or beneficiaries        | 108,722,356            | 57,479,351         |
| Administrative expenses                               | 1,382,038              | 1,303,417          |
| <b>Total deductions</b>                               | <b>110,104,394</b>     | <b>58,782,768</b>  |
| <b>Net increase prior to transfers</b>                | <b>316,355,725</b>     | <b>233,375,255</b> |
| Participant directed transfers, net                   | 13,252                 | (1,820,435)        |
| Pending transfer to Honda 401(k) Savings Plan         | (2,006,438,750)        | -                  |
| <b>Total transfers</b>                                | <b>(2,006,425,498)</b> | <b>(1,820,435)</b> |
| <b>Net increase (decrease)</b>                        | <b>(1,690,069,773)</b> | <b>231,554,820</b> |
| <b>Net Assets Available for Benefits</b>              |                        |                    |
| Beginning                                             | 1,690,069,773          | 1,458,514,953      |
| Ending                                                | \$ -                   | \$ 1,690,069,773   |

See Notes to Financial Statements.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Plan Description

The following description of the Honda Manufacturing 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

**General:** The Plan was established on October 1, 1985 by Honda of America Mfg., Inc. and Honda Engineering North America, Inc. The Plan allows participants an opportunity to contribute according to provisions of Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Honda of America Mfg., Inc. is the Plan Sponsor. The Plan Administrator responsibilities are carried out by the Honda Manufacturing 401(k) Savings Plan Committee (the Committee). The participating employers in the Plan are Honda of America Mfg., Inc., Honda Engineering North America, Inc., Honda Manufacturing of Alabama, LLC, Honda Transmission Mfg. of America, Inc., Honda Precision Parts of Georgia, LLC and Honda Manufacturing of Indiana, LLC (the Companies or the Employers). Effective April 1, 2013, Honda North America Services, LLC elected to be a participating employer in the Plan.

T. Rowe Price Trust Company (T. Rowe Price) is the trustee of the Plan. The trustee holds the Plan's assets and executes transactions therein based upon specific authorization of the Plan Administrator or participants.

**Contributions:** Under the terms of the Plan, eligible associates (other than Japanese national associates and student associates) with at least three months of service may participate in the Plan. Participants are automatically enrolled in the Plan with an elective pre-tax deferral rate of 3% of compensation, increasing each January 1 thereafter by 1% until such elective deferral rate is 6% of compensation, unless the participant affirmatively elects out of the automatic deferral feature, elects a different deferral rate, or elects not to participate in the Plan. An associate may authorize payroll deductions ranging from 1% to 50% of their base salary. The Employer matching contributions equal 100% of the first 3% of each participant's basic contribution and 50% of the next 2%. Honda of America Mfg., Inc., Honda Engineering North America, Inc., Honda Transmission Mfg. of America, Inc. and Honda North America Services, LLC associates who are eligible for the Plan also receive a retirement contribution funded by their respective employers equal to 1% of the participants' base salary. The Plan also permits employees to transfer funds from other qualified plans into the trust fund managed for the Plan as rollover contributions. Such transfers must be approved by the Plan Administrator. Contributions are subject to certain limitations.

**Participant accounts:** Each participant's account is credited with the associate's contributions, employer matching contributions, an allocation of investment earnings, and is charged with an allocation of investment and administrative expenses. Allocations are based on the participant's selected funds allocation percentages. Investment income is allocated to participant accounts by investment fund balance on a daily basis. This allocation is based upon the ratio of each participant's weighted average fund balance to the total of all participants' fund balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Associate contributions are 100% vested at all times. Employer amounts credited to a participant's account are fully vested at the time the matching contribution is made.

**Investment options:** Participants may allocate their contributions to any of the various funds provided by the Plan. Participants may transfer account balances among the different funds on a daily basis.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Plan Description (Continued)

**Notes receivable from participants:** The Plan permits loans to participants up to 50% of their vested account balance for not less than \$1,000 and not to exceed \$50,000. The term for repayment shall be no longer than five years nor less than twelve months. Loans bear a reasonable rate of interest as determined by the Committee. Principal and interest is paid ratably through periodic payroll deductions.

**Distributions:** A participant's vested account will be distributed upon retirement, termination, disability or death. Distributions are made in lump sum or in installments not to exceed the life expectancy of the participant. A participant may make an in-service withdrawal due to financial hardship or upon attainment of age 59 ½. Such withdrawals are subject to approval.

**Participant directed transfers:** Participant directed transfers relate to voluntary participant balance transfers to or from other Honda qualified defined contribution plans that follow eligible Honda associates due to changes in their employment locations within the Honda corporate entities. Participant directed transfers for the years ended December 31 are as follows:

|                                                       | 2013             | 2012                  |
|-------------------------------------------------------|------------------|-----------------------|
| Participant directed transfers to other Honda plans   | \$ (237,878)     | \$ (1,834,447)        |
| Participant directed transfers from other Honda plans | 251,130          | 14,012                |
| <b>Participant directed transfers, net</b>            | <b>\$ 13,252</b> | <b>\$ (1,820,435)</b> |

#### Note 2. Summary of Significant Accounting Policies

**Basis of accounting:** The financial statements of the Plan are prepared on the accrual basis 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 feature 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 investment contracts through a common/collective trust. Contract value for this common/collective trust is based on the net asset value of the fund as reported by the trustee. The statements of net assets available for benefits as of December 31, 2013 and 2012 present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

**Investment valuation and income recognition:** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an 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.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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

**Contributions:** Associate contributions and employer matching contributions are recognized when the associate contributions are withheld from the associate's earnings. The employer retirement contribution is recognized weekly.

**Distributions:** Benefits are recognized when paid.

**Administrative expenses:** Fees charged by the trustee and other fees, such as audit, legal and administrative fees, incurred by the Plan are charged to and paid directly by the Plan Administrator or the Plan, as directed by the Committee.

**Notes receivable from participants:** Notes receivable from participants are measured at their unpaid principal balances plus any accrued interest. Delinquent loans are treated as distributions based upon terms of the Plan document.

**Use of estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make certain estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ significantly from those estimates.

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

**Subsequent events:** The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 14, 2014, the date the financial statements were available to be issued.

#### Note 3. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan Administrator by a letter dated October 23, 2013, that the Plan and its underlying trust qualify under the applicable sections of the Internal Revenue Code (IRC). The Plan Administrator and the Plan's counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain tax position that is more likely than not would be sustained upon examination. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the statute of limitations restricts federal and state examinations by tax authorities to three to five years from the date of filing. When and if applicable, potential interest and penalty costs are accrued as incurred, with expenses recognized in income taxes in the statements of changes in net assets available for benefits.

#### Note 4. Parties in Interest Transactions

Certain Plan investments are shares of a registered investment company and a common/collective trust managed by T. Rowe Price Associates, Inc., an affiliate of T. Rowe Price Trust Company. T. Rowe Price is the trustee, as defined by the Plan; therefore, these transactions qualify as party in interest transactions. Fees paid by the Plan for administrative and other services provided by T. Rowe Price approximated \$1,140,000 and \$1,098,000 for the years ended December 31, 2013 and 2012, respectively.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

#### Note 5. Information Certified and Provided by T. Rowe Price Trust Company

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2013 and 2012 included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

The following table presents the fair value of the Plan's assets as certified by the trustee as of December 31. The fair values of individual assets that represent 5% or more of the Plan's net assets, prior to the pending transfer to the Honda 401(k) Savings Plan, are separately identified.

|                                              | 2013                           |    | 2012                           |    |
|----------------------------------------------|--------------------------------|----|--------------------------------|----|
| Investments at fair value                    |                                |    |                                |    |
| Registered investment companies              |                                |    |                                |    |
| PIMCO Total Return Institutional Fund        | \$ 72,732,950                  | *  | \$ 89,883,553                  |    |
| Other registered investment companies        | 274,746,537                    |    | 223,450,335                    |    |
|                                              | <u>347,479,487</u>             |    | <u>313,333,888</u>             |    |
| Common/collective trusts                     |                                |    |                                |    |
| T. Rowe Price Stable Value Common Trust Fund | 173,268,876                    | ** | 141,403,877                    | ** |
| VFTC Target Retirement 2020 Trust Plus       | 205,971,305                    |    | 190,918,102                    |    |
| VFTC Target Retirement 2025 Trust Plus       | 300,644,959                    |    | 253,290,076                    |    |
| VFTC Target Retirement 2030 Trust Plus       | 308,569,853                    |    | 252,156,142                    |    |
| VFTC Target Retirement 2035 Trust Plus       | 191,339,662                    |    | 150,947,593                    |    |
| VFTC Target Retirement 2040 Trust Plus       | 106,913,717                    |    | 81,758,713                     | *  |
| Other common/collective trusts               | 325,006,984                    |    | 262,173,945                    |    |
|                                              | <u>1,611,715,356</u>           |    | <u>1,332,648,448</u>           |    |
| Money market fund                            |                                |    |                                |    |
| Vanguard Prime Money Market Fund             | 5,354                          | *  | 5,722                          | *  |
|                                              | <u>1,959,200,197</u>           |    | <u>1,645,988,058</u>           |    |
| Notes receivable from participants           | 45,848,444                     | *  | 44,579,527                     | *  |
| <b>Total</b>                                 | <u><u>\$ 2,005,048,641</u></u> |    | <u><u>\$ 1,690,567,585</u></u> |    |

\* Less than 5% of net assets in respective year

\*\* T. Rowe Price has also certified the contract values of \$170,847,402 and \$135,575,487 of the T. Rowe Price Stable Value Common Trust Fund as of December 31, 2013 and 2012, respectively.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 5. Information Certified and Provided by T. Rowe Price Trust Company (Continued)

T. Rowe Price also certified to the completeness and accuracy of the following for the years ended December 31:

|                                                | 2013                  | 2012                  |
|------------------------------------------------|-----------------------|-----------------------|
| Net appreciation in fair value of investments  |                       |                       |
| Registered investment companies                | \$ 64,773,928         | \$ 30,613,818         |
| Common/collective trusts                       | 234,691,079           | 143,153,530           |
|                                                | <u>\$ 299,465,007</u> | <u>\$ 173,767,348</u> |
| Interest and dividend income                   |                       |                       |
| Interest and dividends on investments          | \$ 13,375,434         | \$ 13,397,906         |
| Interest on notes receivable from participants | 2,311,378             | 2,199,885             |
|                                                | <u>\$ 15,686,812</u>  | <u>\$ 15,597,791</u>  |

#### Note 6. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

**Shares of registered investment companies:** Valued at the net asset value (NAV) of shares held by the plan at year end.

**Common/collective trusts:** Valued at the total of the NAV of the underlying securities held by the account at year end. The Plan's interest in the common/collective trusts are valued based on the information reported by the investment advisor.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

#### Note 6. Fair Value Measurements (Continued)

**Money market fund:** Valued at the closing price reported on the active market on which the fund is traded, generally at \$1 per share.

The methods described above may produce a fair value 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31:

|                                      | 2013                  |                         |             |                         |
|--------------------------------------|-----------------------|-------------------------|-------------|-------------------------|
|                                      | Level 1               | Level 2                 | Level 3     | Total                   |
| Money market fund                    | \$ 5,354              | \$ -                    | \$ -        | \$ 5,354                |
| Registered investment companies      |                       |                         |             |                         |
| Intermediate-term fixed income fund  | 97,210,811            | -                       | -           | 97,210,811              |
| Large cap domestic equity funds      | 111,445,860           | -                       | -           | 111,445,860             |
| Small/mid cap domestic equity funds  | 45,393,445            | -                       | -           | 45,393,445              |
| International equity fund (non U.S.) | 70,395,284            | -                       | -           | 70,395,284              |
| Global equity fund                   | 23,034,087            | -                       | -           | 23,034,087              |
| Common/collective trusts             | -                     | 1,611,715,356           | -           | 1,611,715,356           |
| <b>Total assets at fair value</b>    | <b>\$ 347,484,841</b> | <b>\$ 1,611,715,356</b> | <b>\$ -</b> | <b>\$ 1,959,200,197</b> |
|                                      | 2012                  |                         |             |                         |
|                                      | Level 1               | Level 2                 | Level 3     | Total                   |
| Money market fund                    | \$ 5,722              | \$ -                    | \$ -        | \$ 5,722                |
| Registered investment companies      |                       |                         |             |                         |
| Intermediate-term fixed income fund  | 124,312,993           | -                       | -           | 124,312,993             |
| Large cap domestic equity funds      | 86,445,082            | -                       | -           | 86,445,082              |
| Small/mid cap domestic equity funds  | 26,052,960            | -                       | -           | 26,052,960              |
| International equity fund (non U.S.) | 58,888,435            | -                       | -           | 58,888,435              |
| Global equity fund                   | 17,634,418            | -                       | -           | 17,634,418              |
| Common/collective trusts             | -                     | 1,332,648,448           | -           | 1,332,648,448           |
| <b>Total assets at fair value</b>    | <b>\$ 313,339,610</b> | <b>\$ 1,332,648,448</b> | <b>\$ -</b> | <b>\$ 1,645,988,058</b> |

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

#### Note 6. Fair Value Measurements (Continued)

The following tables set forth additional disclosures of Plan's Level 2 investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31:

|                                              | 2013                    |                     |                      |                          |
|----------------------------------------------|-------------------------|---------------------|----------------------|--------------------------|
|                                              | Fair Value              | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Common/collective trusts                     |                         |                     |                      |                          |
| Target retirement date trusts <sup>(a)</sup> | 1,302,862,649           | None                | Daily                | None                     |
| Stable value trust <sup>(b)</sup>            | 173,268,876             | None                | Daily                | 12 months                |
| Index trusts <sup>(a)</sup>                  | 39,493,457              | None                | Daily                | None                     |
| Large cap equity trust <sup>(a)</sup>        | 49,630,942              | None                | Daily                | None                     |
| Small/Mid cap equity trust <sup>(a)</sup>    | 46,459,432              | None                | Daily                | None                     |
| <b>Total</b>                                 | <b>\$ 1,611,715,356</b> |                     |                      |                          |

  

|                                              | 2012                    |                     |                      |                          |
|----------------------------------------------|-------------------------|---------------------|----------------------|--------------------------|
|                                              | Fair Value              | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Common/collective trusts                     |                         |                     |                      |                          |
| Target retirement date trusts <sup>(a)</sup> | \$ 1,094,687,182        | None                | Daily                | None                     |
| Stable value trust <sup>(b)</sup>            | 141,403,877             | None                | Daily                | 12 months                |
| Index trusts <sup>(a)</sup>                  | 22,471,081              | None                | Daily                | None                     |
| Large cap equity trust <sup>(a)</sup>        | 41,752,797              | None                | Daily                | None                     |
| Small/Mid cap equity trust <sup>(a)</sup>    | 32,333,511              | None                | Daily                | None                     |
| <b>Total</b>                                 | <b>\$ 1,332,648,448</b> |                     |                      |                          |

<sup>(a)</sup> This category includes high quality securities. Investments in this category can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the net asset value per share of the investments.

<sup>(b)</sup> This category includes a stable value trust whose objective is to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions without penalty or adjustment. The trust invests principally in guaranteed investment contracts issued by insurance companies; investment contracts held by banks; structured or synthetic investment contracts issued by banks, insurance companies, and other issuers, as well as the securities supporting such contracts; separate account contracts; and other similar instruments. Investments in this category can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. The fair value of the investments in this category has been estimated using the net asset value per share of the underlying investments. A plan-level total withdrawal from the stable value trust requires 12 months notice to the trustee; however, participants may trade in and out of the trust on a daily basis.

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 7. Plan Termination

The Plan Sponsor had the right, under the plan document, to terminate the Plan at any time, subject to the provisions of ERISA. Effective at the close of business on December 31, 2013, the Plan was merged into the Honda 401(k) Savings Plan. All net assets were transferred to the Honda 401(k) Savings Plan on January 2, 2014.

#### Note 8. Reconciliation of Financial Statements to Form 5500

Due to the plan merger effective as of the close of business December 31, 2013, the Form 5500 recognized a transfer out. As further described in Note 9, the Honda 401(k) Savings Plan was established January 1, 2014 and the Companies became adopting employers effective January 1, 2014. The net assets were transferred on January 2, 2014. As a result, the financial statements will report investment balances and receivables at December 31, 2013 with a liability due to the Honda 401(k) Savings Plan in the statement of net assets available for benefits and a corresponding pending transfer to the Honda 401(k) Savings Plan in the statement of changes in net assets available for benefits. The financial statements and Form 5500 report zero net assets at December 31, 2013.

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the years ended December 31:

|                                                                                                                                    | 2013                  | 2012                  |
|------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Total investment income per the financial statements                                                                               | \$ 312,840,441        | \$ 187,165,254        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts, current year                       | 2,421,474             | 5,828,390             |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts, prior year                         | (5,828,390)           | (4,047,570)           |
| Accrued interest on deemed distribution notes included in notes receivable from participants on financial statements, current year | (666,657)             | (639,785)             |
| Accrued interest on deemed distribution notes included in notes receivable from participants on financial statements, prior year   | 639,785               | 630,575               |
| Interest income on notes receivable from participants                                                                              | 2,311,378             | 2,199,885             |
| <b>Total investment income per Form 5500</b>                                                                                       | <b>\$ 311,718,031</b> | <b>\$ 191,136,749</b> |

The following is a reconciliation of benefits paid to participants or beneficiaries per the financial statements to total benefit payments and deemed distributions per Form 5500 for the years ended December 31:

|                                                                                                                | 2013                  | 2012                 |
|----------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|
| Total benefits paid per the financial statements                                                               | \$ 108,722,356        | \$ 57,479,351        |
| Deemed distribution notes included in notes receivable from participants on financial statements, current year | 419,494               | 676,626              |
| Deemed distribution notes included in notes receivable from participants on financial statements, prior year   | (428,703)             | (390,595)            |
| <b>Total benefits distributions per Form 5500</b>                                                              | <b>\$ 108,713,147</b> | <b>\$ 57,765,382</b> |

## Honda Manufacturing 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 8. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of the pending transfer to Honda 401(k) Savings Plan per the financial statements to the Form 5500 for the year ended December 31:

|                                                                                                  | 2013                    | 2012                |
|--------------------------------------------------------------------------------------------------|-------------------------|---------------------|
| Pending transfer to Honda 401(k) Savings Plan per the financial statements                       | \$ 2,006,438,750        | \$ -                |
| Participant directed transfers to other Honda plans                                              | 237,878                 | 1,834,447           |
| Deemed distribution notes included in notes receivable from participants on financial statements | (5,088,176)             | -                   |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts   | 2,421,474               | -                   |
| <b>Total transfers from this plan per Form 5500</b>                                              | <b>\$ 2,004,009,926</b> | <b>\$ 1,834,447</b> |

#### Note 9. Plan Merger and Subsequent Event

In July 2013, the Board of Directors of Honda of America Mfg., Inc. approved to merge the Plan effective at the close of business December 31, 2013 into the Honda 401(k) Savings Plan.

In September 2013, the Plan Sponsor notified all employees of the seven Plan participating employers of its decision to merge the Plan into the Honda 401(k) Savings Plan. The Companies became adopting employers and eligible employees could begin participating in the new plan on January 1, 2014. Net assets of the Plan transferred on January 2, 2014.

The Honda 401(k) Savings Plan is a new plan created by Honda North America Services, LLC. Effective January 1, 2014, American Honda Motor Co., Inc. became the plan sponsor. The Honda 401(k) Savings Plan also merged in the net assets of the American Honda Savings Plan and the Honda South Carolina Savings Plan in January 2014.

## **Supplemental Schedule**

# **Honda Manufacturing 401(k) Savings Plan**

**Plan Sponsor: Honda of American Mfg., Inc.**

**Employee Identification Number: 31-0925242**

**Plan Number: 002**

**Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)**

**December 31, 2013**

| (a) | (b)                                                    | (c)                                                                                                     | (e)           |
|-----|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------|---------------|
|     | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Current Value |
|     |                                                        | Registered Investment Companies                                                                         |               |
|     | Dimensional Fund Advisors                              | US Targeted Value Fund                                                                                  |               |
|     |                                                        | 1,993,564 shares of interest                                                                            | \$ 45,393,445 |
|     | Dodge & Cox                                            | International Stock Fund                                                                                |               |
|     |                                                        | 1,284,502 shares of interest                                                                            | 55,284,954    |
|     | Dodge & Cox                                            | Stock Fund                                                                                              |               |
|     |                                                        | 473,967 shares of interest                                                                              | 80,038,811    |
|     | Pacific Investment Management                          | PIMCO Total Return Instl Fund                                                                           |               |
|     |                                                        | 6,803,831 shares of interest                                                                            | 72,732,950    |
| *   | T. Rowe Price Trust Company                            | Global Stock Fund                                                                                       |               |
|     |                                                        | 953,003 shares of interest                                                                              | 23,034,087    |
|     | Vanguard Fiduciary Trust Company                       | Primecap Core Inv Fund                                                                                  |               |
|     |                                                        | 1,615,589 shares of interest                                                                            | 31,407,049    |
|     | Vanguard Fiduciary Trust Company                       | Total Bond Market Index Fund                                                                            |               |
|     |                                                        | 2,317,979 shares of interest                                                                            | 24,477,861    |
|     | Vanguard Fiduciary Trust Company                       | Total International Stock Index Fund                                                                    |               |
|     |                                                        | 134,902 shares of interest                                                                              | 15,110,330    |
|     |                                                        |                                                                                                         | 347,479,487   |
|     |                                                        | Common/Collective Trusts                                                                                |               |
|     | Rainier Investment Management                          | Small/Mid Cap Equity Collective Trust                                                                   |               |
|     |                                                        | 928,446 shares of interest                                                                              | 46,459,432    |
| *   | T. Rowe Price Trust Company                            | Stable Value Common Trust Fund                                                                          |               |
|     |                                                        | 170,847,402 shares of interest                                                                          | 173,268,876   |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement Income Trust Plus                                                                     |               |
|     |                                                        | 386,997 shares of interest                                                                              | 13,537,156    |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2010 Trust Plus                                                                       |               |
|     |                                                        | 842,296 shares of interest                                                                              | 30,861,729    |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2015 Trust Plus                                                                       |               |
|     |                                                        | 1,769,280 shares of interest                                                                            | 67,887,273    |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2020 Trust Plus                                                                       |               |
|     |                                                        | 5,196,047 shares of interest                                                                            | 205,971,305   |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2025 Trust Plus                                                                       |               |
|     |                                                        | 7,388,669 shares of interest                                                                            | 300,644,959   |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2030 Trust Plus                                                                       |               |
|     |                                                        | 7,380,288 shares of interest                                                                            | 308,569,853   |

(Continued)

# **Honda Manufacturing 401(k) Savings Plan**

**Plan Sponsor: Honda of American Mfg., Inc.**

**Employee Identification Number: 31-0925242**

**Plan Number: 002**

**Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) (Continued)**

**December 31, 2013**

| (a) | (b)                                                    | (c)                                                                                                             | (e)                            |
|-----|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------|
|     | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value         | Current Value                  |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2035 Trust Plus<br>4,461,172 shares of interest                                               | 191,339,662                    |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2040 Trust Plus<br>2,455,529 shares of interest                                               | 106,913,717                    |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2045 Trust Plus<br>1,137,907 shares of interest                                               | 49,555,856                     |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2050 Trust Plus<br>520,949 shares of interest                                                 | 22,708,168                     |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2055 Trust Plus<br>90,327 shares of interest                                                  | 3,934,638                      |
|     | Vanguard Fiduciary Trust Company                       | Target Retirement 2060 Trust Plus<br>35,814 shares of interest                                                  | 938,333                        |
|     | Vanguard Fiduciary Trust Company                       | Total Stock Market Index Trust<br>492,130 shares of interest                                                    | 39,493,457                     |
|     | Winslow Capital Management                             | Winslow Large Cap Growth I<br>1,591,245 shares of interest                                                      | 49,630,942                     |
|     |                                                        |                                                                                                                 | <u>1,611,715,356</u>           |
|     | Vanguard Fiduciary Trust Company                       | Money Market Fund<br>Prime Money Market Fund<br>5,3354.02 shares of interest                                    | 5,354                          |
| *   | Various                                                | Participant Loans<br>Interest rates ranging from 4.25% to 7.00% maturing at various dates through December 2018 | 45,848,444                     |
|     |                                                        |                                                                                                                 | <u><u>\$ 2,005,048,641</u></u> |

\* Denotes party-in-interest.

Note: The above information has been certified as complete and accurate by T. Rowe Price Trust Company, the trustee of the Plan. Column (d) (Cost) has been omitted as it is not required under ERISA.

|                         |                                                |
|-------------------------|------------------------------------------------|
| <b>Plan Name</b>        | <b>Honda Manufacturing 401(k) Savings Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>31-0925242</b>                              |
| <b>ERISA Plan #</b>     | <b>002</b>                                     |
| <b>Plan Year Ending</b> | <b>December 31, 2013</b>                       |

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

| <b>Form / Schedule</b> | <b>Line #</b> | <b>Description</b>                                          | <b>Attachment</b> |
|------------------------|---------------|-------------------------------------------------------------|-------------------|
| 5500 Sch. H            | Line 3        | Financial statements used in formulating the IQPA's opinion | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Held at End of Year)                    | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Acquired and Disposed of Within Year)   |                   |
| 5500 Sch. H            | Line 4j       | Schedule of Reportable Transactions                         |                   |
| 5500 Sch. H            | Line 4a       | Schedule of Delinquent Participant Contributions            |                   |