

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

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>004</u>	1c Effective date of plan <u>10/16/1993</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u> <u>901 CLEVELAND STREET</u> <u>ELYRIA, OH 44035</u>	2b Employer Identification Number (EIN) <u>26-3792367</u> 2c Sponsor's telephone number <u>440-329-9000</u> 2d Business code (see instructions) <u>339900</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	12/23/2014	JAMIE CHAVAYDA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	12/23/2014	JAMIE CHAVAYDA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		3c Administrator's telephone number
a Sponsor's name		
4b EIN		
4c PN		
5 Total number of participants at the beginning of the plan year		5 1585
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 1255
b Retired or separated participants receiving benefits		6b 12
c Other retired or separated participants entitled to future benefits.....		6c 306
d Subtotal. Add lines 6a , 6b , and 6c		6d 1573
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 2
f Total. Add lines 6d and 6e		6f 1575
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 1552
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 26
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☒ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan BENDIX COMMERCIAL VEHICLE SYSTEMS LLC SAVINGS PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 BENDIX COMMERCIAL VEHICLE SYSTEMS LLC	D Employer Identification Number (EIN) 26-3792367	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosure 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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 37 38 52 59	NONE	73639	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE AND COX	10 BPS	
94-1441976		
(a) Enter service provider name as it appears on line 2		
THE VANGUARD GROUP, INC.	99	0
(d) Enter name and EIN (address) of source of indirect compensation		
ARTISAN PARTNERS FUNDS	7 BPS	
30-0551775		
(a) Enter service provider name as it appears on line 2		
THE VANGUARD GROUP, INC.	99	0
(d) Enter name and EIN (address) of source of indirect compensation		
DAVIS FUNDS	5 BPS	
23-9080104		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>26-3792367</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE US VALUE EQUITY TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE</u>		
c EIN-PN <u>52-1309931-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10579277</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>26-3792367</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	2055364	2081003
(2) Participant contributions	1b(2)	12352	12139
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	7377854	8745648
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	2462675	2492149
(9) Value of interest in common/collective trusts	1c(9)	0	10579277
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	129668940	142614641
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	141577185	166524857

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	141577185	166524857
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3740440	
(B) Participants	2a(1)(B)	5334112	
(C) Others (including rollovers)	2a(1)(C)	906465	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		9981017
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	99899	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		99899
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	173733	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4596672	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4770405
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	10529418	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3936453	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		6592965
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2619417	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2619417

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		53363
(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)		13666437
c Other income.....	2c		5757
d Total income. Add all income amounts in column (b) and enter total.....	2d		37789260

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	12764909	
(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)		12764909
f Corrective distributions (see instructions).....	2f		8955
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	67724	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		67724
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12841588

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		24947672
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **KPMG, LLP**

(2) EIN: **13-5565207**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		21000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BENDIX COMMERCIAL VEHICLE SYSTEMS LLC</u>	D Employer Identification Number (EIN) <u>26-3792367</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



KPMG LLP
One Cleveland Center
Suite 2600
1375 East Ninth Street
Cleveland, OH 44114-1796

Independent Auditors' Report

The Administrative Committee
Bendix Commercial Vehicle Systems LLC
Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Bendix Commercial Vehicle Systems LLC Savings Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, 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 U.S. generally accepted accounting principles; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 our opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in notes 3 and 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investments assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedule H, Line 4i – 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion paragraph*, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor’s Rules and Regulations

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

/s/KPMG LLP

Cleveland, Ohio
December 23, 2014



**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

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Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013	14

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because there is no information to report.



KPMG LLP
One Cleveland Center
Suite 2600
1375 East Ninth Street
Cleveland, OH 44114-1796

Independent Auditors' Report

The Administrative Committee
Bendix Commercial Vehicle Systems LLC
Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Bendix Commercial Vehicle Systems LLC Savings Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, 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 U.S. generally accepted accounting principles; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 our opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in notes 3 and 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investments assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedule H, Line 4i – 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion paragraph*, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor’s Rules and Regulations

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

/s/KPMG LLP

Cleveland, Ohio
December 23, 2014

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Mutual funds	\$ 142,614,641	129,668,940
Common collective trust fund	10,579,277	—
Honeywell common stock fund	<u>8,745,648</u>	<u>7,377,854</u>
Total investments, at fair value	161,939,566	137,046,794
Company contributions receivable	2,081,003	2,055,364
Employee contributions receivable	12,139	12,352
Notes receivable from participants	<u>2,492,149</u>	<u>2,462,675</u>
Net assets available for benefits	<u>\$ 166,524,857</u>	<u>141,577,185</u>

See accompanying notes to financial statements.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2013

Investment income:	
Net appreciation in fair value of investments	\$ 22,932,182
Interest and dividends	4,770,405
Other	5,757
	27,708,344
Interest on notes receivable from participants	99,899
Contributions:	
Participants	5,334,112
Company, net of forfeitures	3,740,440
Rollovers	906,465
Total contributions	10,080,916
Benefits paid to participants	(12,773,864)
Administrative expenses	(67,724)
Net increase	24,947,672
Net assets available for benefits – beginning of year	141,577,185
Net assets available for benefits – end of year	<u><u>\$ 166,524,857</u></u>

See accompanying notes to financial statements.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

Notes to Financial Statements

December 31, 2013 and 2012

(1) Description of the Plan

The following description of the Bendix Commercial Vehicle Systems LLC Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan for certain employees of Bendix Commercial Vehicle Systems LLC (the Company) who have completed their first hour of service for full-time employees or one year of service, as defined in the plan document, for part-time employees. The Plan is administered by the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(b) Contributions and Vesting

Participants may elect to contribute each pay period from 1% to 25% of their base pay, subject to certain restrictions. Contributions may be made on a before-tax or after-tax basis, or a combination of both. After one year of service, the Company is required to contribute, on behalf of each participant, 25% of the participant's contribution to the Plan on the first 8% of the participant's contribution for such pay period. The match increases to 50% (on the first 8%) after 5 years of matched participation in the Plan. The Company makes no contributions with respect to a participant's contributions in excess of 8% of the participant's base pay for such pay period. The Company's required contribution does not begin until the first month following the employee's completion of one year of service with the Company. There are also provisions for other mandatory matching contribution rates for certain participant groups as defined in the Plan document, as amended.

In addition to the required matching contribution, the Company also contributes a Retirement Investment Savings Plan contribution to eligible employees, defined as a 1% contribution for US salaried and Huntington plant hourly participants with an additional discretionary contribution of 2% for US salaried and 1% for Huntington plant hourly participants based on eligible compensation. The Company paid a Retirement Investment Savings Plan contribution of \$2,076,613 relating to the Plan year ended December 31, 2013 on January 17, 2014 and \$2,051,767 relating to the Plan year ended December 31, 2012 on January 23, 2013. Both contributions are recorded as a portion of the contribution receivable as of December 31, 2013 and 2012.

Furthermore, the Company may make discretionary matching contributions to certain eligible participants, as defined, at two tiers equal to 12.5% or 25% (for eligible participants with one to five years of participation in the Plan) and 25% or 50% (for eligible participants with over five years of matched participation in the Plan) of the first 8% of the participant's contribution for such pay period. Not all employees are eligible for the discretionary matching contribution. No discretionary matching contributions were made for the 2013 or 2012 Plan years.

Participants direct their investments, at their discretion, into any combination of available investment funds offered by the Plan. Participants may change their investment options at any time.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

The participants have a full and immediate vested interest in the portion of their accounts contributed by them and the earnings on such contributions. A participant generally does not have a vested interest in any Company contributions made to his or her account until he or she completes three years of service with the Company.

(c) Participant Loans

Participants may choose whether to borrow first against before-tax contributions or after-tax contributions. Additionally, a participant may borrow against the value of vested Company contributions in his or her account. Only two loans will be permitted to be outstanding at any time. Each loan has to be for at least \$1,000. The maximum loan to a participant is the lesser of (1) \$50,000, reduced by a participant's highest combined outstanding loan balance during the preceding 12 month period, or (2) 50% of the vested portion of a participant's account, less any current outstanding loan balance. Loans are secured by the vested balance in the participant's account and shall bear a reasonable interest rate equal to the prevailing rate charged by lenders for similar loans as determined by the Company at the time of the loan. Interest rates ranged from 4.25% to 9.25% for loans outstanding as of December 31, 2013 and 2012. The term of any loan shall not be more than 60 months unless used to acquire a principal residence for which the term can be up to 25 years.

(d) Benefit Payments

The amount of benefits payable to a participant (or his beneficiary) after the participant has terminated employment or on account of disability (as defined by the Plan), shall be based on the fair market value of the vested portion of the participant's account. A participant may elect to receive their vested benefit either in a lump sum amount or in installments as provided for in the Plan. However, if a terminated participant's vested account balance is \$1,000 or less, the plan administrator will distribute such amount to the participant in a lump sum as soon as practicable following termination of employment. The Plan provides for other benefit payment elections including those related to death and disability.

An active employed participant may generally withdraw the value of his or her vested account at any time, subject to certain plan restrictions.

(e) Forfeitures

Forfeitures of the Company's matching contributions and earnings thereon because of terminations and withdrawals in certain circumstances reduce future contributions due from the Company, or for other reductions as defined in the Plan document. At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$16,811 and \$24,862, respectively.

(f) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions and accumulated earnings thereon.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

(2) Summary of Significant Accounting Policies

(a) *Basis of Accounting*

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

(b) *Investment Valuation and Income Recognition*

The Plan's investments are stated 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 4 for a discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) included the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) *Administrative Expenses*

In accordance with the Plan document, all costs and expenses of administering the Plan, except for internal administrative costs and expenses of the Company, shall be paid by the Plan and charged against the accounts of the participants in the Plan. During the year ended December 31, 2013, the Company has paid for substantially all expenses related to the Plan.

(d) *Use of Estimates*

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

(e) *Payment of Benefits*

Benefits are recorded when paid.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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Notes to Financial Statements

December 31, 2013 and 2012

(3) Investments

Investments with a fair value representing 5% or more of the net assets available for benefits at either December 31, 2013 or 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Vanguard Prime Money Market Fund Institutional Shares	\$ 21,868,222	23,950,983
Vanguard PRIMECAP Fund Admiral Shares	21,988,008	13,269,398
Vanguard Institutional Index Fund	18,660,412	13,584,346
Vanguard Total Bond Market Index Fund Admiral Shares	10,885,774	—
T. Rowe Price U.S. Value Equity Trust, D Class	10,579,277	—
Honeywell Common Stock Fund	8,745,648	7,377,854
Vanguard LifeStrategy Moderate Growth Fund	8,397,825	6,233,444
Vanguard Total Bond Market Index Fund Signal Shares	—	14,678,775
Davis New York Venture Fund, Inc. – Class A Shares	—	8,949,082

The Plan's investments (including investments bought and sold, as well as held during the year) appreciated in value during 2013 as follows:

Mutual funds	\$ 19,955,321
Common collective trust fund	53,363
Honeywell common stock fund	<u>2,923,498</u>
	<u>\$ 22,932,182</u>

(4) Fair Value Measurements

The Plan has adopted the guidance in Accounting Standard Codification (ASC) 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 includes 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). Financial assets and liabilities are measured at fair value and categorized in three levels based on the inputs used to value assets. 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 at the measurement date.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted market prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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Notes to Financial Statements

December 31, 2013 and 2012

- 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 as of December 31, 2013 and 2012:

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Prime Money Market Fund: Valued using cash and amortized cost of underlying securities, as amortized cost approximates the current fair value of the security, but is not obtained from a quoted price in an active market.

T. Rowe Price Common Collective Trust: Valued using cash and allocations of fair values of underlying securities within the market, as underlying allocations approximate the current fair value of the trust, but is not obtained from a quoted price in an active market.

Honeywell common stock fund: Unit value calculated based on the market value of the stock fund. The stock fund is made of up a component of uninvested cash portion (cash component) and a component invested in Honeywell stock (outside component).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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Notes to Financial Statements

December 31, 2013 and 2012

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Artisan International Fund, Institutional Shares	\$ 5,308,231	—	—	5,308,231
Aston Tamro Small Cap Fund; I Class	6,801,864	—	—	6,801,864
Dodge & Cox International Stock Fund	4,718,171	—	—	4,718,171
Vanguard Institutional Index Fund	18,660,412	—	—	18,660,412
Vanguard LifeStrategy Conservative Growth Fund	1,973,459	—	—	1,973,459
Vanguard LifeStrategy Growth Fund	8,151,224	—	—	8,151,224
Vanguard LifeStrategy Income Fund	714,690	—	—	714,690
Vanguard LifeStrategy Moderate Growth Fund	8,397,825	—	—	8,397,825
Vanguard Mid-Cap Index Fund Admiral Shares	5,893,880	—	—	5,893,880
Vanguard PRIMECAP Fund Admiral Shares	21,988,008	—	—	21,988,008
Vanguard Prime Money Market Fund Institutional Shares	21,868,222	—	—	21,868,222
Vanguard Target Retirement 2010 Fund	358,878	—	—	358,878
Vanguard Target Retirement 2015 Fund	3,687,241	—	—	3,687,241
Vanguard Target Retirement 2020 Fund	5,950,881	—	—	5,950,881
Vanguard Target Retirement 2025 Fund	3,906,260	—	—	3,906,260
Vanguard Target Retirement 2030 Fund	3,667,386	—	—	3,667,386
Vanguard Target Retirement 2035 Fund	3,067,760	—	—	3,067,760
Vanguard Target Retirement 2040 Fund	2,424,941	—	—	2,424,941
Vanguard Target Retirement 2045 Fund	1,725,786	—	—	1,725,786
Vanguard Target Retirement 2050 Fund	1,086,993	—	—	1,086,993
Vanguard Target Retirement 2055 Fund	213,420	—	—	213,420
Vanguard Target Retirement 2060 Fund	130,551	—	—	130,551
Vanguard Target Retirement Income	1,032,784	—	—	1,032,784
Vanguard Total Bond Market Index Fund Admiral Shares	10,885,774	—	—	10,885,774
Honeywell Common Stock Fund	8,745,648	—	—	8,745,648
T. Rowe Price U.S Value Equity Trust	—	10,579,277	—	10,579,277
Total assets at fair value	\$ <u>151,360,289</u>	<u>10,579,277</u>	<u>—</u>	<u>161,939,566</u>

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Artisan International Fund, Investor Class	\$ 4,290,217	—	—	4,290,217
Aston Tamro Small Cap Fund; N Class	5,794,975	—	—	5,794,975
Davis New York Venture Fund, Inc. — Class A Shares	8,949,082	—	—	8,949,082
Dodge & Cox International Stock Fund	3,644,756	—	—	3,644,756
Vanguard Institutional Index Fund	13,584,346	—	—	13,584,346
Vanguard LifeStrategy Conservative Growth Fund	2,208,316	—	—	2,208,316
Vanguard LifeStrategy Growth Fund	7,000,079	—	—	7,000,079
Vanguard LifeStrategy Income Fund	750,837	—	—	750,837
Vanguard LifeStrategy Moderate Growth Fund	6,233,444	—	—	6,233,444
Vanguard Mid-Cap Index Fund Investor Shares	3,900,121	—	—	3,900,121
Vanguard PRIMECAP Fund Admiral Shares	13,269,398	—	—	13,269,398
Vanguard Prime Money Market Fund	—	23,950,983	—	23,950,983
Vanguard Target Retirement 2010 Fund	1,254,537	—	—	1,254,537
Vanguard Target Retirement 2015 Fund	3,356,148	—	—	3,356,148
Vanguard Target Retirement 2020 Fund	4,499,277	—	—	4,499,277
Vanguard Target Retirement 2025 Fund	3,386,028	—	—	3,386,028
Vanguard Target Retirement 2030 Fund	2,358,768	—	—	2,358,768
Vanguard Target Retirement 2035 Fund	1,869,976	—	—	1,869,976
Vanguard Target Retirement 2040 Fund	1,644,011	—	—	1,644,011
Vanguard Target Retirement 2045 Fund	1,124,446	—	—	1,124,446
Vanguard Target Retirement 2050 Fund	684,372	—	—	684,372
Vanguard Target Retirement 2055 Fund	62,254	—	—	62,254
Vanguard Target Retirement 2060 Fund	2,729	—	—	2,729
Vanguard Target Retirement Income	1,171,065	—	—	1,171,065
Vanguard Total Bond Market Index Fund Signal Shares	14,678,775	—	—	14,678,775
Honeywell Common Stock Fund	—	7,377,854	—	7,377,854
Total assets at fair value	<u>\$ 105,717,957</u>	<u>31,328,837</u>	<u>—</u>	<u>137,046,794</u>

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2013 and 2012, there were no transfers between Levels 1, 2 or 3.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
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Notes to Financial Statements

December 31, 2013 and 2012

(5) Tax Status of the Plan

The Internal Revenue Service has determined and informed the Company by a letter dated December 13, 2010 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the Code). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the Code in all material respects.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The financial statement effects are recognized when the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

(6) Trustee Certification

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator has obtained certification from Vanguard Fiduciary Trust Company (the trustee) as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that all of the information provided by them is complete and accurate. All information included in the 2013 and 2012 financial statements and the supplemental schedule, related to investments, net appreciation in fair value of investments, and interest and dividends is presented in reliance solely upon that certification.

(7) Parties-in-Interest Transactions

The Plan invests in shares of mutual funds managed by an affiliate of the trustee, and, therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. There were no fees paid by the Plan for investment management services for the year ended December 31, 2013.

(8) 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amount reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

(9) Subsequent Events

The Plan has evaluated subsequent events through December 23, 2014, the date these financial statements were available for issuance. Except as otherwise noted throughout the notes to the financial statements, there are no material subsequent events to report.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

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

December 31, 2013

Employer Identification Number: 52-1843583

Plan Number: 300

(Unaudited)

Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
Artisan International Fund, Institutional Shares	Mutual Fund	\$ †	5,308,231
Aston Tamro Small Cap Fund; Class I	Mutual Fund	†	6,801,864
Dodge & Cox International Stock Fund	Mutual Fund	†	4,718,171
* Vanguard Institutional Index Fund	Mutual Fund	†	18,660,412
* Vanguard LifeStrategy Conservative Growth Fund	Mutual Fund	†	1,973,459
* Vanguard LifeStrategy Growth Fund	Mutual Fund	†	8,151,224
* Vanguard LifeStrategy Income Fund	Mutual Fund	†	714,690
* Vanguard LifeStrategy Moderate Growth Fund	Mutual Fund	†	8,397,825
* Vanguard Mid-Cap Index Fund Admiral Shares	Mutual Fund	†	5,893,880
* Vanguard PRIMECAP Fund Admiral Shares	Mutual Fund	†	21,988,008
* Vanguard Prime Money Market Fund Institutional Shares	Mutual Fund	†	21,868,222
* Vanguard Target Retirement 2010 Fund	Mutual Fund	†	358,878
* Vanguard Target Retirement 2015 Fund	Mutual Fund	†	3,687,241
* Vanguard Target Retirement 2020 Fund	Mutual Fund	†	5,950,881
* Vanguard Target Retirement 2025 Fund	Mutual Fund	†	3,906,260
* Vanguard Target Retirement 2030 Fund	Mutual Fund	†	3,667,386
* Vanguard Target Retirement 2035 Fund	Mutual Fund	†	3,067,760
* Vanguard Target Retirement 2040 Fund	Mutual Fund	†	2,424,941
* Vanguard Target Retirement 2045 Fund	Mutual Fund	†	1,725,786
* Vanguard Target Retirement 2050 Fund	Mutual Fund	†	1,086,993
* Vanguard Target Retirement 2055 Fund	Mutual Fund	†	213,420
* Vanguard Target Retirement 2060 Fund	Mutual Fund	†	130,551
* Vanguard Target Retirement Income	Mutual Fund	†	1,032,784
* Vanguard Total Bond Market Index Fund Admiral Shares	Mutual Fund	†	10,885,774
Honeywell Common Stock Fund	Company Stock Fund	†	8,745,648
T. Rowe Price U.S Value Equity Trust; Class D	Common Collective Trust Fund	†	10,579,277
* Participant Loans	Interest rates ranging from 4.25% – 9.25%		
	Maturity dates ranging from 2013 – 2036	‡	2,492,149
			\$ 164,431,715

* Party-in-interest

† Historical cost information is not required in Schedule H, Line 4i – Schedule of Assets (Held at End of Year) for participant-directed investment funds.

‡ Cost for participant loans is \$0 per the Instructions to Form 5500.

Note: This schedule is based on information that has been certified as complete and accurate by Vanguard Fiduciary Trust Company, the trustee, except for participant loans.

See accompanying independent auditors' report.

**BENDIX COMMERCIAL VEHICLE SYSTEMS LLC
SAVINGS PLAN**

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

December 31, 2013

Employer Identification Number: 52-1843583

Plan Number: 300

(Unaudited)

Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
Artisan International Fund, Institutional Shares	Mutual Fund	\$ †	5,308,231
Aston Tamro Small Cap Fund; Class I	Mutual Fund	†	6,801,864
Dodge & Cox International Stock Fund	Mutual Fund	†	4,718,171
* Vanguard Institutional Index Fund	Mutual Fund	†	18,660,412
* Vanguard LifeStrategy Conservative Growth Fund	Mutual Fund	†	1,973,459
* Vanguard LifeStrategy Growth Fund	Mutual Fund	†	8,151,224
* Vanguard LifeStrategy Income Fund	Mutual Fund	†	714,690
* Vanguard LifeStrategy Moderate Growth Fund	Mutual Fund	†	8,397,825
* Vanguard Mid-Cap Index Fund Admiral Shares	Mutual Fund	†	5,893,880
* Vanguard PRIMECAP Fund Admiral Shares	Mutual Fund	†	21,988,008
* Vanguard Prime Money Market Fund Institutional Shares	Mutual Fund	†	21,868,222
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* Vanguard Target Retirement 2020 Fund	Mutual Fund	†	5,950,881
* Vanguard Target Retirement 2025 Fund	Mutual Fund	†	3,906,260
* Vanguard Target Retirement 2030 Fund	Mutual Fund	†	3,667,386
* Vanguard Target Retirement 2035 Fund	Mutual Fund	†	3,067,760
* Vanguard Target Retirement 2040 Fund	Mutual Fund	†	2,424,941
* Vanguard Target Retirement 2045 Fund	Mutual Fund	†	1,725,786
* Vanguard Target Retirement 2050 Fund	Mutual Fund	†	1,086,993
* Vanguard Target Retirement 2055 Fund	Mutual Fund	†	213,420
* Vanguard Target Retirement 2060 Fund	Mutual Fund	†	130,551
* Vanguard Target Retirement Income	Mutual Fund	†	1,032,784
* Vanguard Total Bond Market Index Fund Admiral Shares	Mutual Fund	†	10,885,774
Honeywell Common Stock Fund	Company Stock Fund	†	8,745,648
T. Rowe Price U.S Value Equity Trust; Class D	Common Collective Trust Fund	†	10,579,277
* Participant Loans	Interest rates ranging from 4.25% – 9.25%		
	Maturity dates ranging from 2013 – 2036	‡	2,492,149
			\$ <u>164,431,715</u>

* Party-in-interest

† Historical cost information is not required in Schedule H, Line 4i – Schedule of Assets (Held at End of Year) for participant-directed investment funds.

‡ Cost for participant loans is \$0 per the Instructions to Form 5500.

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See accompanying independent auditors' report.