

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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>ALLISON TRANSMISSION HOURLY EMPLOYEE SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/07/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>08/07/2007</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>08/07/2007</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ALLISON TRANSMISSION, INC.</u> <u>ONE ALLISON WAY</u> <u>INDIANAPOLIS, IN 46222</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>26-0413897</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>317-242-2338</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>26-0413897</u>	2c Plan Sponsor's telephone number <u>317-242-2338</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>26-0413897</u>					
2c Plan Sponsor's telephone number <u>317-242-2338</u>					
2d Business code (see instructions) <u>336300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/04/2015	DOUGLAS BOLTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	1797
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	1490
a(2) Total number of active participants at the end of the plan year		6a(2)	1527
b Retired or separated participants receiving benefits		6b	10
c Other retired or separated participants entitled to future benefits.....		6c	311
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	1848
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	3
f Total. Add lines 6d and 6e		6f	1851
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1664
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	18
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		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		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)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ALLISON TRANSMISSION HOURLY EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALLISON TRANSMISSION, INC.</u>	D Employer Identification Number (EIN) <u>26-0413897</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65	RECORDKEEPER	12440	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
---	---	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

<p>A Name of plan ALLISON TRANSMISSION HOURLY EMPLOYEE SAVINGS PLAN</p>	<p>B Three-digit plan number (PN) ▶ 002</p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ALLISON TRANSMISSION, INC.</p>	<p>D Employer Identification Number (EIN) 26-0413897</p>	

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: ALLISON TRANSMISSION MASTER TRUST

b Name of sponsor of entity listed in (a): ALLISON TRANSMISSION, INC.

c EIN-PN 26-0413897-005	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 86512804
--	--	--

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):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>ALLISON TRANSMISSION HOURLY EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALLISON TRANSMISSION, INC.</u>	D Employer Identification Number (EIN) <u>26-0413897</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	0	0
	(2) Participant contributions.....	1b(2)	0	0
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common.....	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property).....	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans.....	1c(8)	4377961	4667692
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	83623420	86512804
	(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	88001381	91180496

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	88001381	91180496
---	-----------	----------	----------

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)	1281088	
(B) Participants	2a(1)(B)	5605600	
(C) Others (including rollovers)	2a(1)(C)	38573	
(2) Noncash contributions	2a(2)	0	6925261
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	159506	
(F) Other	2b(1)(F)	0	159506
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		5248855
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		12333622

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	9127423	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		9127423
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		13484
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	13600	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13600
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9154507

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3179115
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: BKD LLP

(2) EIN: 44-0160260

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		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)

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 2014 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ALLISON TRANSMISSION HOURLY EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALLISON TRANSMISSION, INC.</u>	D Employer Identification Number (EIN) <u>26-0413897</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>04-6568107</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): _____

**Allison Transmission Hourly
Employee Savings Plan**

EIN 26-0413897 PN 002

Independent Auditor's Report and Financial Statements
December 31, 2014 and 2013

Allison Transmission Hourly Employee Savings Plan

December 31, 2014 and 2013

Contents

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

Financial Statements

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

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	14
---	----

Independent Auditor's Report

Plan Administrator
Allison Transmission Hourly Employee Savings Plan
Indianapolis, Indiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Allison Transmission Hourly Employee Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the Plan Administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management 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 investment assets and notes receivable from participants and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2014 and 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 listed in the table of contents 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 of Form and Content in Compliance With DOL Rules and Regulations

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

BKD, LLP

Indianapolis, Indiana
July 30, 2015

Federal Employer Identification Number: 44-0160260

Allison Transmission Hourly Employee Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

Assets

	<u>2014</u>	<u>2013</u>
Investments - Plan interest in Allison Transmission Master Trust	\$ 86,512,804	\$ 83,623,420
Notes Receivable From Participants	<u>4,755,878</u>	<u>4,489,382</u>
Net Assets Available for Benefits, at Fair Value	91,268,682	88,112,802
Adjustment from fair value to contract value for interest in Allison Transmission Master Trust related to fully benefit-responsive investment contracts	<u>(204,694)</u>	<u>(156,298)</u>
Net Assets Available for Benefits	<u><u>\$ 91,063,988</u></u>	<u><u>\$ 87,956,504</u></u>

Allison Transmission Hourly Employee Savings Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions		
Investment Income		
Plan interest in Allison Transmission Master Trust investment income	<u>\$ 5,200,459</u>	<u>\$ 11,382,226</u>
Interest Income on Notes Receivable From Participants	<u>159,506</u>	<u>159,144</u>
Contributions		
Participants	5,605,600	5,355,019
Employer	1,281,088	1,052,228
Rollovers	<u>38,573</u>	<u>213,431</u>
	<u>6,925,261</u>	<u>6,620,678</u>
Total additions	<u>12,285,226</u>	<u>18,162,048</u>
Deductions		
Benefits paid to participants	9,164,142	6,755,816
Administrative expenses	<u>13,600</u>	<u>14,816</u>
Total deductions	<u>9,177,742</u>	<u>6,770,632</u>
Net Increase	3,107,484	11,391,416
Net Assets Available for Benefits, Beginning of Year	<u>87,956,504</u>	<u>76,565,088</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 91,063,988</u></u>	<u><u>\$ 87,956,504</u></u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Note 1: Description of the Plan

The following description of Allison Transmission Hourly Employee Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator. Any inconsistencies between the Plan Document and the *Summary Plan Description* would be governed by the Plan Document.

General

The Plan is a defined-contribution plan sponsored by Allison Transmission, Inc. (Company). The Plan was created for the benefit of its hourly employees who have at least 90 days of service and are covered by the collective bargaining agreement between the Company and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan. The Company serves as Plan Administrator.

Contributions

The Plan permits eligible employees through a payroll deferral election to have the Company make annual contributions from 1% to 75% of eligible compensation. Eligible employees may also elect to have the Company contribute up to 100%, in 25% increments, of their unused vacation pay and iComp payment and up to 100%, in 1% increments, of their suggestion awards from the Company in lieu of receiving the payment directly. Employee rollover, Roth, catch-up and after-tax contributions are also permitted. Employees hired on or after October 1, 2009, or who never contributed to the Plan as of October 16, 2009, shall have contributed to the Plan 3% of the Employee's Eligible Weekly Earnings unless the employee elects out of auto enroll or elects a different percentage of contribution.

For all employees with a hire date after February 1, 2008, the Company makes matching contributions of 100% of employees' deferred savings, Roth savings and after-tax contributions that do not exceed 6% of the employees' eligible weekly earnings for each pay period. The Company also makes a \$1 per "compensated hour" contribution for all employees hired on or after August 8, 2007 and before February 2, 2008, as these employees are not eligible for certain other benefits. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds within the Allison Transmission Master Trust (Master Trust). Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation unless the participant made an affirmative election otherwise. The feature is effective for employees hired on or after October 16, 2009, or for employees who had never contributed to, or elected to contribute to, the Plan.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Participant Accounts

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

Vesting

Participants are immediately vested in their deferred savings, deferred savings catch-up, after-tax, Roth, Roth catch-up, iComp, suggestion award, unused vacation pay, qualified nonelective, and rollover contributions, plus earnings thereon. Vesting in the matching and corporation contributions plus earnings thereon is based on years of continuous service. A participant is fully vested after three years of continuous service, including service with General Motors Corporation for hourly transferred employees, or upon death or turning age 65. The nonvested balance is forfeited upon termination of service. The nonvested balance is forfeited upon the earlier of a complete distribution of vested benefits due to a termination of service or five one year breaks in service, whichever comes first. Forfeitures are used to reduce Plan expenses and then Company contributions.

Payment of Benefits

Upon termination of service, a participant may elect to receive either a single lump-sum amount, partial withdrawal, installment payments or deferred payment. Withdrawals may also be made when a participant attains age 59½ or demonstrates financial hardship as defined by the Plan Document. An employee may withdraw all or a portion of his account balance attributable to after-tax or rollover contributions at any time. Prior to a withdrawal of pre-tax deferrals, catch-up contributions or Roth contributions, a participant must withdraw all available after-tax contributions.

Forfeited Accounts

At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$21,849 and \$10,778, respectively. These accounts will be used to reduce Plan expenses and then future employer contributions. Also, in 2014 and 2013, employer contributions were reduced by \$14,977 and \$1,426, respectively, from forfeited nonvested accounts.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants, former participants and surviving spouses. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. A participant may have no more than five loans outstanding at any one time. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings for active participants unless the participant is paying the loan in full. Payments by former participants and surviving spouses are made in monthly installments. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

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

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Subsequent Events

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Valuation of Investments and Income Recognition

The Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Quoted market prices are used to value investments in the Master Trust. The fair value of the Plan's interest in the collective trust in the Master Trust is valued based on information reported by the investment advisor using the audited financial statements of the collective trust at year end. The Plan presents in its statements of changes in net assets available for benefits an allocation of the Master Trust's net appreciation or depreciation in the fair value of its investments, which consist of realized gains or losses and unrealized appreciation or depreciation on those investments as well as interest and dividend income. This amount is reflected within the Plan's interest in Allison Transmission Master Trust investment income.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the Allison Transmission Master Trust. The statements of net assets available for benefits present the fair value of the investment in the 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.

Plan Tax Status

The Plan obtained its latest determination letter on February 7, 2014, in which the Internal Revenue Service (IRS) stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The determination letter will expire on January 31, 2018. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2011.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 3: Certification of Plan Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2014 and 2013
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013
- Investment information included in the accompanying schedule of assets (held at year end) as of December 31, 2014

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 4: Investments

The Plan's investments are in the Master Trust, which was established for the investment of assets of the Plan and one other Allison Transmission, Inc.-sponsored retirement plan. The Plan's investments are held by Fidelity Management Trust Company. At December 31, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 35% and 36%, respectively. The Plan's interest in the Master Trust's investment income is not proportionate to its interest in the net assets due to the ability of participants to select investment options within the Master Trust.

The Plan's interest in the Master Trust investment income during the year (including gains and losses on investments bought, sold and held during the year) and fair value is as follows:

	2014	
	Plan Interest in Master Trust Investment Income During Year	Fair Value at End of Year
Mutual funds	\$ 4,390,861	\$ 49,671,056
Commingled Funds	625,124	18,631,885
Columbia Trust Stable Government I-15 Fund	184,474	18,209,863
	<u>\$ 5,200,459</u>	<u>\$ 86,512,804</u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

	2013	
	Plan Interest in Master Trust Investment Income During Year	Fair Value at End of Year
Mutual funds	\$ 9,170,295	\$ 47,622,448
Commingled Funds	1,988,044	15,905,277
RiverSource Trust Stable Capital Fund C	223,887	20,095,695
	<u>\$ 11,382,226</u>	<u>\$ 83,623,420</u>

The Plan's interest in the Allison Transmission Master Trust represented 5% or more of the Plan's net assets available for benefits at December 31, 2014 and 2013.

The following presents the fair value of all investments for the Master Trust at December 31, 2014 and 2013 and the related investment income for the years ended December 31, 2014 and 2013:

	2014	2013
Investments		
Mutual funds	\$ 167,854,947	\$ 156,440,887
Commingled Funds	43,632,030	36,121,315
Columbia Trust Stable Government I-15 Fund	33,569,134	37,513,352
	<u>\$ 245,056,111</u>	<u>\$ 230,075,554</u>
Investment income		
Interest and dividends	\$ 9,498,699	\$ 7,161,887
Net appreciation in fair value of investments	5,701,517	25,677,449
	<u>\$ 15,200,216</u>	<u>\$ 32,839,336</u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 5: Disclosures About Fair Value of Assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

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

Recurring Measurements

The following tables present the fair value measurements of assets in the Master Trust measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2014 and 2013:

		2014 Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Master Trust investments				
Mutual funds				
Fixed income	\$ 29,669,119	\$ 29,669,119	\$ -	\$ -
Mid/large cap stock	113,992,220	113,992,220	-	-
International	17,203,799	17,203,799	-	-
Small cap stock	6,989,809	6,989,809	-	-
Total mutual funds	167,854,947	167,854,947	-	-
Commingled funds	43,632,030	43,632,030	-	-
Columbia Trust Stable Government I-15 Fund	33,569,134	-	33,569,134	-
	<u>\$ 245,056,111</u>	<u>\$ 211,486,977</u>	<u>\$ 33,569,134</u>	<u>\$ -</u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

2013				
Fair Value Measurements Using				
Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Master Trust investments				
Mutual funds				
Fixed income	\$ 26,187,632	\$ 26,187,632	\$ -	\$ -
Mid/large cap stock	103,434,324	103,434,324	-	-
International	17,141,637	17,141,637	-	-
Small cap stock	9,677,294	9,677,294	-	-
Total mutual funds	156,440,887	156,440,887	-	-
Commingled funds	36,121,315	36,121,315	-	-
RiverSource Trust Stable Capital Fund C	37,513,352	-	37,513,352	-
	<u>\$ 230,075,554</u>	<u>\$ 192,562,202</u>	<u>\$ 37,513,352</u>	<u>\$ -</u>

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2014. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include Master Trust mutual funds and commingled funds. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. Level 2 securities include the Master Trust Columbia Trust Stable Government I-15 Fund (formerly RiverSource Trust Stable Capital Fund C). See Note 2 for definition of inputs utilized to determine fair value. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There are no Level 3 securities.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 6: Party-in-Interest Transactions

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

The Plan invests in certain funds of the Plan trustee. The Plan paid \$12,440 and \$12,391 of administrative fees to the trustee during 2014 and 2013, respectively. Individually nonmaterial expenses paid to parties-in-interest aggregated \$1,160 and \$2,425 for 2014 and 2013, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013, to Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 91,063,988	\$ 87,956,504
Amounts of defaulted loans	(88,186)	(111,421)
Adjustment from fair value to contract value for interest in Allison Transmission Master Trust related to fully benefit-responsive investment contracts	<u>204,694</u>	<u>156,298</u>
Net assets available for benefits per Form 5500	<u><u>\$ 91,180,496</u></u>	<u><u>\$ 88,001,381</u></u>

The statements of changes in net assets available for benefits included in the Plan's Form 5500 filing also excludes the impact of the adjustment from fair value to contract value for fully benefit-responsive investment contracts.

Note 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, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedule

Allison Transmission Hourly Employee Savings Plan

EIN 26-0413897 PN 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2014

(a)(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Collective Investment Funds Within Master Trust		
*Fidelity Balanced K	97,833 shares	\$ 2,227,658
*Fidelity Capital & Income	237,099 shares	1,647,042
*Fidelity New Markets Income	110,192 shares	1,681,531
*Fidelity Strategic Income	208,023 shares	2,223,764
*Fidelity Spartan Extended Markets Index	13,888 shares	766,342
*Fidelity Spartan International Index	34,214 shares	1,273,455
*Fidelity Contrafund	59,775 shares	5,851,967
*Fidelity Growth	45,208 shares	5,954,831
*Fidelity International Discovery	13,791 shares	522,559
*Fidelity Low Priced Stock	46,049 shares	2,311,641
*Fidelity Spartan 500 Index	181,368 shares	13,214,449
Vanguard Target Retirement Income	47,141 shares	608,585
Vanguard Target Retirement 2010	28,849 shares	759,322
Vanguard Target Retirement 2015	154,828 shares	2,367,315
Vanguard Target Retirement 2020	147,450 shares	4,196,425
Vanguard Target Retirement 2025	147,797 shares	2,443,091
Vanguard Target Retirement 2030	60,211 shares	1,748,528
Vanguard Target Retirement 2035	81,191 shares	1,448,455
Vanguard Target Retirement 2040	49,203 shares	1,464,290
Vanguard Target Retirement 2045	76,302 shares	1,423,034
Vanguard Target Retirement 2050	66,840 shares	1,979,795
Vanguard Target Retirement 2055	4,604 shares	147,231
Vanguard Target Retirement 2060	1,625 shares	45,814
Vanguard REIT Index	24,784 shares	2,845,936
Prudential Jennison Mid Cap Growth	33,161 shares	1,327,452
PIMCO Total Return	147,375 shares	1,571,022
Oppenheimer Developing Markets	39,044 shares	1,368,894
Templeton Institutional Foreign Small Companies	4,537 shares	94,372
PIMCO Real Return	84,876 shares	926,841
Columbia Trust Stable Government I-15 Fund	1,529,751 shares	18,209,863
Artisan Mid Cap Value	41,135 shares	1,013,566
Loomis Sayles Small Cap Value	47,722 shares	1,644,968
MFS Value R5	34,424 shares	1,202,766
		<u>86,512,804</u>
*Participant Loans		
	3.25% to 8.25%, maturities ranging from January 2015 - July 2024	<u>4,755,878</u>
		<u><u>\$ 91,268,682</u></u>

* Party-in-interest

**Allison Transmission Hourly
Employee Savings Plan**

EIN 26-0413897 PN 002

Independent Auditor's Report and Financial Statements
December 31, 2014 and 2013

Allison Transmission Hourly Employee Savings Plan

December 31, 2014 and 2013

Contents

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

Financial Statements

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

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	14
---	----

Independent Auditor's Report

Plan Administrator
Allison Transmission Hourly Employee Savings Plan
Indianapolis, Indiana

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Allison Transmission Hourly Employee Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the Plan Administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management 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 investment assets and notes receivable from participants and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2014 and 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 listed in the table of contents 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 of Form and Content in Compliance With DOL Rules and Regulations

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

BKD, LLP

Indianapolis, Indiana
July 30, 2015

Federal Employer Identification Number: 44-0160260

Allison Transmission Hourly Employee Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

Assets

	<u>2014</u>	<u>2013</u>
Investments - Plan interest in Allison Transmission Master Trust	\$ 86,512,804	\$ 83,623,420
Notes Receivable From Participants	<u>4,755,878</u>	<u>4,489,382</u>
Net Assets Available for Benefits, at Fair Value	91,268,682	88,112,802
Adjustment from fair value to contract value for interest in Allison Transmission Master Trust related to fully benefit-responsive investment contracts	<u>(204,694)</u>	<u>(156,298)</u>
Net Assets Available for Benefits	<u><u>\$ 91,063,988</u></u>	<u><u>\$ 87,956,504</u></u>

Allison Transmission Hourly Employee Savings Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions		
Investment Income		
Plan interest in Allison Transmission Master Trust investment income	<u>\$ 5,200,459</u>	<u>\$ 11,382,226</u>
Interest Income on Notes Receivable From Participants	<u>159,506</u>	<u>159,144</u>
Contributions		
Participants	5,605,600	5,355,019
Employer	1,281,088	1,052,228
Rollovers	38,573	213,431
	<u>6,925,261</u>	<u>6,620,678</u>
Total additions	<u>12,285,226</u>	<u>18,162,048</u>
Deductions		
Benefits paid to participants	9,164,142	6,755,816
Administrative expenses	13,600	14,816
Total deductions	<u>9,177,742</u>	<u>6,770,632</u>
Net Increase	3,107,484	11,391,416
Net Assets Available for Benefits, Beginning of Year	<u>87,956,504</u>	<u>76,565,088</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 91,063,988</u></u>	<u><u>\$ 87,956,504</u></u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Note 1: Description of the Plan

The following description of Allison Transmission Hourly Employee Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator. Any inconsistencies between the Plan Document and the *Summary Plan Description* would be governed by the Plan Document.

General

The Plan is a defined-contribution plan sponsored by Allison Transmission, Inc. (Company). The Plan was created for the benefit of its hourly employees who have at least 90 days of service and are covered by the collective bargaining agreement between the Company and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan. The Company serves as Plan Administrator.

Contributions

The Plan permits eligible employees through a payroll deferral election to have the Company make annual contributions from 1% to 75% of eligible compensation. Eligible employees may also elect to have the Company contribute up to 100%, in 25% increments, of their unused vacation pay and iComp payment and up to 100%, in 1% increments, of their suggestion awards from the Company in lieu of receiving the payment directly. Employee rollover, Roth, catch-up and after-tax contributions are also permitted. Employees hired on or after October 1, 2009, or who never contributed to the Plan as of October 16, 2009, shall have contributed to the Plan 3% of the Employee's Eligible Weekly Earnings unless the employee elects out of auto enroll or elects a different percentage of contribution.

For all employees with a hire date after February 1, 2008, the Company makes matching contributions of 100% of employees' deferred savings, Roth savings and after-tax contributions that do not exceed 6% of the employees' eligible weekly earnings for each pay period. The Company also makes a \$1 per "compensated hour" contribution for all employees hired on or after August 8, 2007 and before February 2, 2008, as these employees are not eligible for certain other benefits. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds within the Allison Transmission Master Trust (Master Trust). Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation unless the participant made an affirmative election otherwise. The feature is effective for employees hired on or after October 16, 2009, or for employees who had never contributed to, or elected to contribute to, the Plan.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Participant Accounts

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

Vesting

Participants are immediately vested in their deferred savings, deferred savings catch-up, after-tax, Roth, Roth catch-up, iComp, suggestion award, unused vacation pay, qualified nonelective, and rollover contributions, plus earnings thereon. Vesting in the matching and corporation contributions plus earnings thereon is based on years of continuous service. A participant is fully vested after three years of continuous service, including service with General Motors Corporation for hourly transferred employees, or upon death or turning age 65. The nonvested balance is forfeited upon termination of service. The nonvested balance is forfeited upon the earlier of a complete distribution of vested benefits due to a termination of service or five one year breaks in service, whichever comes first. Forfeitures are used to reduce Plan expenses and then Company contributions.

Payment of Benefits

Upon termination of service, a participant may elect to receive either a single lump-sum amount, partial withdrawal, installment payments or deferred payment. Withdrawals may also be made when a participant attains age 59½ or demonstrates financial hardship as defined by the Plan Document. An employee may withdraw all or a portion of his account balance attributable to after-tax or rollover contributions at any time. Prior to a withdrawal of pre-tax deferrals, catch-up contributions or Roth contributions, a participant must withdraw all available after-tax contributions.

Forfeited Accounts

At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$21,849 and \$10,778, respectively. These accounts will be used to reduce Plan expenses and then future employer contributions. Also, in 2014 and 2013, employer contributions were reduced by \$14,977 and \$1,426, respectively, from forfeited nonvested accounts.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants, former participants and surviving spouses. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. A participant may have no more than five loans outstanding at any one time. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings for active participants unless the participant is paying the loan in full. Payments by former participants and surviving spouses are made in monthly installments. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

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

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Subsequent Events

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements

December 31, 2014 and 2013

Valuation of Investments and Income Recognition

The Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Quoted market prices are used to value investments in the Master Trust. The fair value of the Plan's interest in the collective trust in the Master Trust is valued based on information reported by the investment advisor using the audited financial statements of the collective trust at year end. The Plan presents in its statements of changes in net assets available for benefits an allocation of the Master Trust's net appreciation or depreciation in the fair value of its investments, which consist of realized gains or losses and unrealized appreciation or depreciation on those investments as well as interest and dividend income. This amount is reflected within the Plan's interest in Allison Transmission Master Trust investment income.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the Allison Transmission Master Trust. The statements of net assets available for benefits present the fair value of the investment in the 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.

Plan Tax Status

The Plan obtained its latest determination letter on February 7, 2014, in which the Internal Revenue Service (IRS) stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The determination letter will expire on January 31, 2018. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2011.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 3: Certification of Plan Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2014 and 2013
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013
- Investment information included in the accompanying schedule of assets (held at year end) as of December 31, 2014

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 4: Investments

The Plan's investments are in the Master Trust, which was established for the investment of assets of the Plan and one other Allison Transmission, Inc.-sponsored retirement plan. The Plan's investments are held by Fidelity Management Trust Company. At December 31, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 35% and 36%, respectively. The Plan's interest in the Master Trust's investment income is not proportionate to its interest in the net assets due to the ability of participants to select investment options within the Master Trust.

The Plan's interest in the Master Trust investment income during the year (including gains and losses on investments bought, sold and held during the year) and fair value is as follows:

	2014	
	Plan Interest in Master Trust Investment Income During Year	Fair Value at End of Year
Mutual funds	\$ 4,390,861	\$ 49,671,056
Commingled Funds	625,124	18,631,885
Columbia Trust Stable Government I-15 Fund	184,474	18,209,863
	<u>\$ 5,200,459</u>	<u>\$ 86,512,804</u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

	2013	
	Plan Interest in Master Trust Investment Income During Year	Fair Value at End of Year
Mutual funds	\$ 9,170,295	\$ 47,622,448
Commingled Funds	1,988,044	15,905,277
RiverSource Trust Stable Capital Fund C	223,887	20,095,695
	<u>\$ 11,382,226</u>	<u>\$ 83,623,420</u>

The Plan's interest in the Allison Transmission Master Trust represented 5% or more of the Plan's net assets available for benefits at December 31, 2014 and 2013.

The following presents the fair value of all investments for the Master Trust at December 31, 2014 and 2013 and the related investment income for the years ended December 31, 2014 and 2013:

	2014	2013
Investments		
Mutual funds	\$ 167,854,947	\$ 156,440,887
Commingled Funds	43,632,030	36,121,315
Columbia Trust Stable Government I-15 Fund	33,569,134	37,513,352
	<u>\$ 245,056,111</u>	<u>\$ 230,075,554</u>
Investment income		
Interest and dividends	\$ 9,498,699	\$ 7,161,887
Net appreciation in fair value of investments	5,701,517	25,677,449
	<u>\$ 15,200,216</u>	<u>\$ 32,839,336</u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 5: Disclosures About Fair Value of Assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

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

Recurring Measurements

The following tables present the fair value measurements of assets in the Master Trust measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2014 and 2013:

		2014 Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Master Trust investments				
Mutual funds				
Fixed income	\$ 29,669,119	\$ 29,669,119	\$ -	\$ -
Mid/large cap stock	113,992,220	113,992,220	-	-
International	17,203,799	17,203,799	-	-
Small cap stock	6,989,809	6,989,809	-	-
Total mutual funds	167,854,947	167,854,947	-	-
Commingled funds	43,632,030	43,632,030	-	-
Columbia Trust Stable Government I-15 Fund	33,569,134	-	33,569,134	-
	<u>\$ 245,056,111</u>	<u>\$ 211,486,977</u>	<u>\$ 33,569,134</u>	<u>\$ -</u>

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

2013				
Fair Value Measurements Using				
Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Master Trust investments				
Mutual funds				
Fixed income	\$ 26,187,632	\$ 26,187,632	\$ -	\$ -
Mid/large cap stock	103,434,324	103,434,324	-	-
International	17,141,637	17,141,637	-	-
Small cap stock	9,677,294	9,677,294	-	-
Total mutual funds	156,440,887	156,440,887	-	-
Commingled funds	36,121,315	36,121,315	-	-
RiverSource Trust Stable Capital Fund C	37,513,352	-	37,513,352	-
	<u>\$ 230,075,554</u>	<u>\$ 192,562,202</u>	<u>\$ 37,513,352</u>	<u>\$ -</u>

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2014. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include Master Trust mutual funds and commingled funds. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. Level 2 securities include the Master Trust Columbia Trust Stable Government I-15 Fund (formerly RiverSource Trust Stable Capital Fund C). See Note 2 for definition of inputs utilized to determine fair value. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There are no Level 3 securities.

Allison Transmission Hourly Employee Savings Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 6: Party-in-Interest Transactions

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

The Plan invests in certain funds of the Plan trustee. The Plan paid \$12,440 and \$12,391 of administrative fees to the trustee during 2014 and 2013, respectively. Individually nonmaterial expenses paid to parties-in-interest aggregated \$1,160 and \$2,425 for 2014 and 2013, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013, to Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 91,063,988	\$ 87,956,504
Amounts of defaulted loans	(88,186)	(111,421)
Adjustment from fair value to contract value for interest in Allison Transmission Master Trust related to fully benefit-responsive investment contracts	<u>204,694</u>	<u>156,298</u>
Net assets available for benefits per Form 5500	<u><u>\$ 91,180,496</u></u>	<u><u>\$ 88,001,381</u></u>

The statements of changes in net assets available for benefits included in the Plan's Form 5500 filing also excludes the impact of the adjustment from fair value to contract value for fully benefit-responsive investment contracts.

Note 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, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedule

Allison Transmission Hourly Employee Savings Plan

EIN 26-0413897 PN 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2014

(a)(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Collective Investment Funds Within Master Trust		
*Fidelity Balanced K	97,833 shares	\$ 2,227,658
*Fidelity Capital & Income	237,099 shares	1,647,042
*Fidelity New Markets Income	110,192 shares	1,681,531
*Fidelity Strategic Income	208,023 shares	2,223,764
*Fidelity Spartan Extended Markets Index	13,888 shares	766,342
*Fidelity Spartan International Index	34,214 shares	1,273,455
*Fidelity Contrafund	59,775 shares	5,851,967
*Fidelity Growth	45,208 shares	5,954,831
*Fidelity International Discovery	13,791 shares	522,559
*Fidelity Low Priced Stock	46,049 shares	2,311,641
*Fidelity Spartan 500 Index	181,368 shares	13,214,449
Vanguard Target Retirement Income	47,141 shares	608,585
Vanguard Target Retirement 2010	28,849 shares	759,322
Vanguard Target Retirement 2015	154,828 shares	2,367,315
Vanguard Target Retirement 2020	147,450 shares	4,196,425
Vanguard Target Retirement 2025	147,797 shares	2,443,091
Vanguard Target Retirement 2030	60,211 shares	1,748,528
Vanguard Target Retirement 2035	81,191 shares	1,448,455
Vanguard Target Retirement 2040	49,203 shares	1,464,290
Vanguard Target Retirement 2045	76,302 shares	1,423,034
Vanguard Target Retirement 2050	66,840 shares	1,979,795
Vanguard Target Retirement 2055	4,604 shares	147,231
Vanguard Target Retirement 2060	1,625 shares	45,814
Vanguard REIT Index	24,784 shares	2,845,936
Prudential Jennison Mid Cap Growth	33,161 shares	1,327,452
PIMCO Total Return	147,375 shares	1,571,022
Oppenheimer Developing Markets	39,044 shares	1,368,894
Templeton Institutional Foreign Small Companies	4,537 shares	94,372
PIMCO Real Return	84,876 shares	926,841
Columbia Trust Stable Government I-15 Fund	1,529,751 shares	18,209,863
Artisan Mid Cap Value	41,135 shares	1,013,566
Loomis Sayles Small Cap Value	47,722 shares	1,644,968
MFS Value R5	34,424 shares	1,202,766
		<u>86,512,804</u>
*Participant Loans		3.25% to 8.25%, maturities ranging from January 2015 - July 2024
		<u>4,755,878</u>
		<u><u>\$ 91,268,682</u></u>

* Party-in-interest