

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: 24pt; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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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>ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1984</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1984</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1984</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ZF NORTH AMERICA, INC.</u> <u>15811 CENTENNIAL DRIVE</u> <u>NORTHVILLE, MI 48168</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>61-1462969</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>734-207-2843</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>61-1462969</u>	2c Plan Sponsor's telephone number <u>734-207-2843</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>61-1462969</u>					
2c Plan Sponsor's telephone number <u>734-207-2843</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.	<u>10/12/2015</u>	<u>CONNIE RIGHTMER</u>
	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	6556
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)	5366
a(2) Total number of active participants at the end of the plan year		6a(2)	6357
b Retired or separated participants receiving benefits		6b	19
c Other retired or separated participants entitled to future benefits.....		6c	1218
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	7594
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	26
f Total. Add lines 6d and 6e		6f	7620
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	7168
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	50
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 2R 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>ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZF NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>61-1462969</u>	

Part I	Service Provider Information (see instructions)
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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 <u>FIDELITY INVESTMENTS INSTITUTIONAL</u>
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04-2647786

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

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

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?
37 60 64 65 71	RECORDKEEPER	79083	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	49485	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRIMECAP ODYSSEY GROWTH FUND 2020 E. FINANCIAL WAY SUITE 100 GLEN DORA, CA 91741	\$15.00	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CONESTOGA SMALL CAP 259 N. RADNOR CHESTER RD. SUITE 120 RADNOR, PA 19087	\$12.00	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
REYNOLDS BLUE CHIP GROWTH 777 E WISCONSIN AVE MILWAUKEE, WI 53202	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEALTH CARE ULTRA SECTOR PRO FD INV 7501 WISCONSIN AVE SUITE 1000 EAST BETHESDA, MD 20814		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATTHEW 25 P.O. BOX 2479 JENKINTOWN, PA 19046		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIRSTHAND ALTERNATIVE ENERGY 150 ALMADEN BLVD. SUITE 1250 SAN JOSE, CA 95113		0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST TOT RETURN BOND C 865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INTECH RISK MANAGED CORE FUND CLASS 151 DETROIT ST. DENVER, CO 80206		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE HEALTH SCIENCES 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117		0.04%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE BLUE CHIP GROWTH INC 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.04%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF SM CAP VAL INV - BOSTON FINANC 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX BALANCED - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX STOCK - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD SMALL CO Y - HARTFORD ADM 41-0679409	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE R3 - MFS SERVICE CENTER 04-2865649	0.50%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP BLUE CHIP GRTH - T. ROWE PRICE 52-2269240	0.15%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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>ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZF NORTH AMERICA, INC.</u>		D Employer Identification Number (EIN) <u>61-1462969</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1200	37455
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)	24288139	22230464
(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)	4094768	5281977
(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)	8496534	9636038
(9) Value of interest in common/collective trusts	1c(9)	7667699	7983889
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(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)	239387138	262495172
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	39453	66390

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	283974931	307731385

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	136
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	136

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	283974931	307731249
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	19995969	
(B) Participants	2a(1)(B)	17092140	
(C) Others (including rollovers)	2a(1)(C)	1638369	
(2) Noncash contributions	2a(2)	0	38726478
(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)	8099	
(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)	392300	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		400399
(2) Dividends: (A) Preferred stock	2b(2)(A)	50	13583261
(B) Common stock	2b(2)(B)	132308	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13450903	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	6627539	268648
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6358891	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	-202141
(B) Other	2b(5)(B)	-202141	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		75531
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(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)		6735716
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		59587892

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	26264039	
(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)		26264039
f Corrective distributions (see instructions).....	2f		136
g Certain deemed distributions of participant loans (see instructions).....	2g		20465
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)	49485	
(4) Other.....	2i(4)	67966	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		117451
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		26402091

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		33185801
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		9429483

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: CLARK, SCHAEFER, HACKETT & CO.

(2) EIN: 31-0800053

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		5961
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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	
4n			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
BOGE RUBBER & PLASTICS USA, LLC 401(K) AND RETIREMENT PLAN	20-1615319	001

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

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan ZF NORTH AMERICA, INC. 401(K) & RETIREMENT PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZF NORTH AMERICA, INC.				D Employer Identification Number (EIN) 61-1462969	
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): 04-6568107					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

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): _____

ZF North America, Inc. 401(k) & Retirement Plan
Multiple-Employer Plan Participating Employer Information
EIN 61-1462969 Plan # 001
December 31, 2014

[illegible]

INDEPENDENT AUDITORS' REPORT

Plan Administrator
ZF North America, Inc. 401(k) & Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ZF North America, Inc. 401(k) & Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 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 executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

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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 of assets (held at end of year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With 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, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 28, 2015

ZF North America, Inc. 401(k) & Retirement Plan

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

(with Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
ZF North America, Inc. 401(k) & Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ZF North America, Inc. 401(k) & Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 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 executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

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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 of assets (held at end of year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With 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, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
September 28, 2015

ZF North America, Inc. 401(k) & Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Noninterest-bearing cash	\$ <u>37,455</u>	<u>1,200</u>
Investments, at fair value:		
Mutual funds	262,495,172	239,387,138
Common/collective trust	7,983,889	7,667,699
Money market funds	22,230,464	24,288,139
Common stocks	5,281,977	4,094,768
Other	<u>66,390</u>	<u>39,453</u>
	<u>298,057,892</u>	<u>275,477,197</u>
Receivables:		
Employer contributions	11,780,999	9,973,706
Notes receivable from participants	<u>10,016,693</u>	<u>8,838,852</u>
	<u>21,797,692</u>	<u>18,812,558</u>
Total assets	<u>319,893,039</u>	<u>294,290,955</u>
Liabilities:		
Other liabilities	<u>136</u>	<u>-</u>
Net assets available for benefits, at fair value	319,892,903	294,290,955
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(116,697)</u>	<u>(115,576)</u>
Net assets available for benefits	\$ <u><u>319,776,206</u></u>	<u><u>294,175,379</u></u>

See accompanying notes to the financial statements.

ZF North America, Inc. 401(k) & Retirement Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2014

Additions:

Net appreciation in fair value of investments	\$ 6,999,189
Interest and dividend income	13,468,805
Interest income on notes receivable from participants	<u>417,809</u>
	<u>20,885,803</u>

Contributions:

Employer	21,803,262
Participants	17,092,140
Rollovers	<u>1,638,369</u>
	<u>40,533,771</u>

Total additions	<u>61,419,574</u>
-----------------	-------------------

Deductions:

Benefit payments	26,271,813
Administrative expenses	<u>117,451</u>

Total deductions	<u>26,389,264</u>
------------------	-------------------

Net increase	35,030,310
--------------	------------

Transfers from Plan	(9,429,483)
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Net assets available for benefits:

Beginning of year	<u>294,175,379</u>
End of year	\$ <u><u>319,776,206</u></u>

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

The following description of the ZF North America, Inc. 401(k) & Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of Plan provisions.

General

The Plan is a defined contribution plan covering substantially all employees of ZF North America, ZF Sachs Automotive of America, ZF Gainesville, ZF Chassis Components, ZF Technologies, ZF Marine Propulsion Systems Miramar, ZF Rubber & Plastics Hebron (see Note 10), ZF Services, ZF Electronics Systems Pleasant Prairie, ZF Axle Drives Marysville, ZF Transmissions Gray Court, ZF Chassis Systems Duncan, ZF Chassis Systems Tuscaloosa, ZF Steering Systems, ZF Chassis Systems Corporation, and ZF Chassis Systems Chicago (collectively referred to as Company or Sponsor). Union employees of the Company are not eligible to participate in the Plan unless coverage is provided under a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Except as follows, there is no service requirement to join the Plan. Employees are automatically enrolled in the Plan as soon as administratively feasible following employment with the Company. Union employees at the Chicago facility of ZF Chassis Systems Chicago, LLC enter the Plan on the first day of the month following 60 days of employment with ZF Chassis Systems Chicago, LLC. Effective September 28, 2014, Union employees at the Tuscaloosa facility of ZF Chassis Systems Corporation enter the Plan on the 91st day of employment with ZF Chassis Systems Corporation.

Contributions

Subject to certain limits, participants may contribute a portion of their compensation to the Plan. Participants are also permitted to deposit into the Plan rollover distributions from other qualified plans.

The Company made matching contributions of 100% of the first 3%, plus 50% of the next 2% of eligible participant compensation for the non-union groups. The Tuscaloosa Union (ZF Chassis Systems Corporation) had matching contributions of 100% of the first 2% (changed to 3% effective September 28, 2014), plus 50% on next 2% of eligible compensation. The Chicago Union (ZF Chassis Systems Chicago, LLC) had matching contributions of 100% of the first 1%, plus 50% of the next 4% of eligible compensation. The Company may also make qualified non-elective and discretionary retirement contributions.

The Company made a discretionary retirement contribution in 2014 of 4% of eligible compensation, plus an additional 4% of compensation in excess of the taxable wage base under the Federal Social Security Act. There were no other retirement account contributions for union groups in 2014.

Participant accounts

A participant's account is credited with the contributions made to the Plan on behalf of the participant and adjusted for earnings and losses thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and qualified non-elective Company contributions, plus actual earnings thereon. Vesting in Company matching and discretionary retirement contributions is based on years of continuous service. Contributions after 2007 to non-union employees are immediately 100% vested. Contributions prior to 2007 had a three year vesting schedule. A participant is 100% vested in pre-2007 Company matching and retirement contributions after three years of credited service, or five years for contributions made prior to 2004 for participants who were formerly included in the Fichtel & Sachs Industries, Inc. Savings Plan. Participants who are members of the Chicago Union have a three year vesting schedule.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through biweekly payroll deductions.

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution, or rollover their vested amounts to another qualified retirement account.

Forfeited accounts

At December 31, 2014 and 2013 forfeited nonvested accounts totaled \$200,045 and \$164,573, respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions or Plan expenses. During 2014, forfeitures of \$63,235 were used to reduce employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement 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 a collective trust. As required by professional standards, the statements of net assets available for benefits presents the fair value of the investments in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect

reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. If the Company does not pay such expenses, the trustee shall pay them from the Plan assets as permitted by the plan document. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

Subsequent events

The Plan has evaluated subsequent events through September 28, 2015, the date on which the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY 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 to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2014 and 2013, the supplemental schedule of assets (held at end of year) as of December 31, 2014, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2014.

4. INVESTMENTS:

Investments at fair value that represent five percent or more of Plan net assets available for benefits at December 31, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Fid Frdm Indx 2030	\$ 32,458,981	28,337,414
Fidelity OTC K	28,589,032	25,475,526
SPTN 500 Index Inst	25,612,369	23,159,717
Fid Frdm Indx 2020	21,164,969	19,994,378
Fid Retire MMKT	20,451,704	23,081,137
Fid Frdm Indx 2040	18,282,051	14,876,035
Fid Diversified Intl K	*	15,789,169

* Investment was less than five percent of net assets available for benefits at year end.

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds and money market funds	\$ 6,907,966
Common stocks	<u>91,223</u>
	<u>\$ 6,999,189</u>

5. FAIR VALUE MEASUREMENTS:

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual funds and money market funds: Valued at the daily closing price as reported by the fund. Funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transact at that price. The funds held by the Plan are deemed to be actively traded.

Common/collective trust: Valued at the NAV of units of a collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

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

<u>Fair Value Measurements at December 31, 2014</u>				
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 57,546,598	57,546,598	-	-
Blended funds	145,510,068	145,510,068	-	-
Intermediate bond funds	14,444,371	14,444,371	-	-
Value funds	42,929,308	42,929,308	-	-
Inflation protected bonds	1,880,515	1,880,515	-	-
Unclassified	<u>184,312</u>	<u>184,312</u>	<u>-</u>	<u>-</u>
Total mutual funds	<u>262,495,172</u>	<u>262,495,172</u>	<u>-</u>	<u>-</u>
Money market funds	<u>22,230,464</u>	<u>22,230,464</u>	<u>-</u>	<u>-</u>

ZF North America, Inc. 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2014 and 2013

Common/collective trust:				
Managed income	<u>7,983,889</u>	<u>-</u>	<u>7,983,889</u>	<u>-</u>
Common stocks:				
Business services	234,872	234,872	-	-
Consumer goods	1,388,021	1,388,021	-	-
Consumer services	218,812	218,812	-	-
Energy	297,943	297,943	-	-
Financial services	756,490	756,490	-	-
Hardware	500,748	500,748	-	-
Healthcare services	214,508	214,508	-	-
Industrial materials	783,166	783,166	-	-
Media	13,052	13,052	-	-
Software	36,577	36,577	-	-
Telecommunications	238,149	238,149	-	-
Utilities	213,803	213,803	-	-
Unclassified	<u>385,836</u>	<u>385,836</u>	<u>-</u>	<u>-</u>
Total common stock	<u>5,281,977</u>	<u>5,281,977</u>	<u>-</u>	<u>-</u>
Other	<u>66,390</u>	<u>-</u>	<u>66,390</u>	<u>-</u>
Total investments at fair value	<u>\$ 298,057,892</u>	<u>290,007,613</u>	<u>8,050,279</u>	<u>-</u>

Fair Value Measurements at December 31, 2013

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Growth funds	\$ 39,479,776	39,479,776	-	-
Blended funds	143,049,519	143,049,519	-	-
Intermediate bond funds	13,625,924	13,625,924	-	-
Value funds	41,654,928	41,654,928	-	-
Inflation protected bonds	1,369,321	1,369,321	-	-
Short-term bonds	56,727	56,727	-	-
Unclassified	<u>150,943</u>	<u>150,943</u>	<u>-</u>	<u>-</u>
Total mutual funds	<u>239,387,138</u>	<u>239,387,138</u>	<u>-</u>	<u>-</u>
Money market funds	<u>24,288,139</u>	<u>24,288,139</u>	<u>-</u>	<u>-</u>
Common/collective trust:				
Managed income	<u>7,667,699</u>	<u>-</u>	<u>7,667,699</u>	<u>-</u>

Common stocks:

Business services	182,889	182,889	-	-
Consumer goods	864,672	864,672	-	-
Consumer services	218,626	218,626	-	-
Energy	376,010	376,010	-	-
Financial services	242,509	242,509	-	-
Hardware	382,910	382,910	-	-
Healthcare services	198,102	198,102	-	-
Industrial materials	749,963	749,963	-	-
Media	12,062	12,062	-	-
Software	38,803	38,803	-	-
Telecommunications	321,823	321,823	-	-
Utilities	155,510	155,510	-	-
Unclassified	<u>350,889</u>	<u>350,889</u>	<u>-</u>	<u>-</u>
Total common stock	<u>4,094,768</u>	<u>4,094,768</u>	<u>-</u>	<u>-</u>
Other	<u>39,453</u>	<u>-</u>	<u>39,453</u>	<u>-</u>
Total investments at fair value	<u>\$ 275,477,197</u>	<u>267,770,045</u>	<u>7,707,152</u>	<u>-</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014 and 2013:

<u>December 31, 2014</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$7,983,889	n/a	Daily	Daily
<u>December 31, 2013</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$7,667,699	n/a	Daily	Daily

6. RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS:

Certain Plan investments are shares of money market funds, mutual funds, and a common/collective trust managed by Fidelity Management Trust Company, the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing.

7. PLAN TERMINATION:

Although they have not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

8. TAX STATUS:

The Internal Revenue Service has determined and informed the Company by letter dated October 4, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

9. 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 reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statements of net assets available for benefits.

10. TRANSFER FROM THE PLAN:

The Company sold the ZF Rubber & Plastics Hebron division during 2014. The participant accounts related to the employees of this division were transferred out of the Plan in September 2014.

11. RECONCILIATION TO FORM 5500:

The following is a reconciliation of net assets available for benefits and the net increase in net assets 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, at contract value	\$ 319,776,206	294,175,379
Adjustment to fair value	116,697	115,576
Less: Loans deemed distributed in 2014 and 2013 not on 5500	(380,655)	(342,318)
Less: Employer contributions receivable in 2014 and 2013 not on 5500	<u>(11,780,999)</u>	<u>(9,973,706)</u>
Net assets available for benefits per Schedule H of Form 5500	\$ <u>307,731,249</u>	<u>283,974,931</u>

ZF North America, Inc. 401(k) & Retirement Plan
Notes to the Financial Statements
Years Ended December 31, 2014 and 2013

	<u>2014</u>
Net increase in net assets per the financial statements	\$ 35,030,310
Plus: Loans deemed distributed in 2013 not on 5500	342,318
Less: Loans deemed distributed in 2014 not on 5500	(380,655)
Less: Change in employer contributions receivable	(1,807,293)
Net adjustment to fair value	<u>1,121</u>
Net increase in net assets per Form 5500	\$ <u>33,185,801</u>

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ALIBABA GROUP HLDG LTD	Common Stock	**	\$ 88,973
	BAE SYS PLC SPONS ADR	Common Stock	**	4,416
	CDK GLOBAL INC COM USD0.001 WI	Common Stock	**	491
	DIANA CONTAINERSHIPS INC NPV	Common Stock	**	11
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	1,342
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	753
	GENUINE PARTS CO	Common Stock	**	110,521
	MOBILEYE NV EUR0.01	Common Stock	**	406
	MPHASE TECHNOLOGIES INC	Common Stock	**	5
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	27,954
	3M COMPANY NFS IS A SPECIALIST	Common Stock	**	4,130
	ACTIVISION BLIZZARD INC COM	Common Stock	**	20,150
	AEROPOSTALE	Common Stock	**	1,160
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	305,686
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	9,036
	ARCHER DANIELS MIDLAND	Common Stock	**	6,071
	ARCOS DORADOS HOLDINGS INC COM NPV	Common Stock	**	16,709
	BOSTON BEER COMPANY INC CL A	Common Stock	**	579
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	60,088
	CLOROX CO DEL	Common Stock	**	5,508
	COCA COLA BOTTLING CO CONS	Common Stock	**	1,761
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	36,251
	CONAGRA FOODS INC NFS LLC IS A	Common Stock	**	5,818
	CUBA BEVERAGE CO COM	Common Stock	**	53
	DEAN FOODS CO COM USD0.01 (POST REV	Common Stock	**	2,957
	FORD MTR CO DEL COM	Common Stock	**	179,476
	GAMESTOP CORP NEW CL A	Common Stock	**	3,406
	GENERAL MILLS INC NFS LLC IS A	Common Stock	**	40,167
	GENERAL MOTORS CO COM USD0.01	Common Stock	**	16,307
	GOPRO INC. COM USD0.0001 CL A	Common Stock	**	61,323
	GREENE CONCEPTS INC COM NEW	Common Stock	**	22
	HAIN CELESTIAL GROUP INC	Common Stock	**	4,313
	HERBALIFE LTD USD COM SHS	Common Stock	**	2,828
	JAMMIN JAVA CORP COM	Common Stock	**	28
	KELLOGG COMPANY NFS LLC IS A	Common Stock	**	16,360
	KIMBERLY CLARK CORP NFS IS A SPECIALIST	Common Stock	**	28,921
	KONGZHONG CORP SPONS ADR	Common Stock	**	4,058
	KRAFT FOODS GROUP INC COM NPV	Common Stock	**	30,811
	LIONS GATE ENTERTAINMENT CORP	Common Stock	**	32,020
	LORILLARD INC COM	Common Stock	**	3,700
	LVMH MOET HENNESSY LOUIS VUITTON ADR	Common Stock	**	17,219
	MARKET VECTORS ETF TR JR GOLD MINERS	Common Stock	**	434
	MATTEL INC NFS IS A SPECIALIST	Common Stock	**	619
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	15,346
	MEAD JOHNSON NUTRITION CO COM CL	Common Stock	**	603
	MICRON TECHNOLOGY NFS IS A SPECIALIST	Common Stock	**	9,103
	MONDELEZ INTL INC COM	Common Stock	**	11,087
	MONTALVO SPIRITS INC COM	Common Stock	**	95
	NESTLE S A SPONSORED ADR REPSTG REG SH	Common Stock	**	3,671
	NU SKIN ENTERPRISES INC CL A FRMLY NU	Common Stock	**	1,665
	ORYON TECHNOLOGIES INC COM USD0.001	Common Stock	**	59

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	PARABEL INC COM	Common Stock	**	11
	PENNEY J C INC NFS IS A SPECIALIST	Common Stock	**	65
	PHILIP MORRIS INTL INC COM	Common Stock	**	136,905
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	31,897
	RITE AID CORP NFS LLC IS A	Common Stock	**	150
	SAP AG SPON ADR NFS IS A SPECILIST	Common Stock	**	11,640
	SECTOR SPDR TR SHS BEN INT CONSUMER	Common Stock	**	91,312
	SMITH & WESSON HLDG CORP	Common Stock	**	568
	STEVIA CORP COM	Common Stock	**	27
	STURM RUGER & CO INC	Common Stock	**	346
	SUPERVALU INC NFS LLC IS A	Common Stock	**	11,213
	SYSCO CORP NFS LLC IS A	Common Stock	**	4,433
	TANDY LEATHER FACTORY INC	Common Stock	**	2,699
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	2,330
	TASER INTERNATIONAL INC	Common Stock	**	10,592
	TESLA MOTORS INC COM USD0.001	Common Stock	**	85,405
	TEXAS INSTRUMENTS INC	Common Stock	**	5,841
	TRW AUTOMOTIVE HLDGS CORP	Common Stock	**	2,366
	UNILEVER N V NEW ISIN #US9047847093	Common Stock	**	4,387
	WHIRLPOOL CORP	Common Stock	**	19,798
	WHITEWAVE FOODS CO COM USD0.01 CL A	Common Stock	**	6,438
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	7,010
	AMBASSADORS GROUP INC	Common Stock	**	94,263
	BALTIA AIR LINES INC	Common Stock	**	2,375
	BRIDGEPOINT ED INC COM	Common Stock	**	6,792
	CANADIAN NATL RY CO	Common Stock	**	3,745
	CVS CORP DEL NFS LLC IS A	Common Stock	**	33,709
	DELTA AIR LINES INC DEL COM NEW	Common Stock	**	1,230
	GOOGLE INC CL A	Common Stock	**	19,104
	GROUPON INC COM USD0.0001	Common Stock	**	4,130
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	22,823
	MARRIOTT INTL INC CL A	Common Stock	**	2,974
	MARRIOTT VACATIONS WORLDWIDE CORP COM	Common Stock	**	2,843
	REXNORD CORP COM USD0.01	Common Stock	**	846
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	9,688
	VIRGIN AMER INC COM VTG	Common Stock	**	1,514
	XEROX CORP NFS IS A SPECIALIST	Common Stock	**	5,766
	ALPHA NAT RES INC	Common Stock	**	345
	CAN FITE BIOPHARMA LTD SPON ADR EA REPR	Common Stock	**	2,450
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	114
	CLEAN ENERGY FUELS CORP	Common Stock	**	749
	DUKE ENERGY CORP COM NPV (POST REV SPLI	Common Stock	**	7,779
	EVERGREEN ENERGY INC NEW COM NEW	Common Stock	**	4
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	76,613
	FUELCELL ENERGY INC NFS LLC IS A MARKET	Common Stock	**	385
	GOODRICH PETROLEUM CORP NEW	Common Stock	**	444
	HALLIBURTON CO HOLDING CO FRMLY	Common Stock	**	1,386
	KINDER MORGAN INC DELAWARE COM USD0.01	Common Stock	**	101,560
	MARKET VECTORS ETF OIL SVCS ETF	Common Stock	**	76,612
	NORDIC AMERICAN OFFSHORE LTD COM	Common Stock	**	221
	PARAGON OFFSHORE PLC COM USD0.01	Common Stock	**	554

(a)	(b) Identity of issue, borrower, leasor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	PEMBINA PIPELINE CORPORATION COM NPV	Common Stock	**	2,731
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	12,477
	PG & E CORP	Common Stock	**	4,059
	PLUG PWR INC COM NEW	Common Stock	**	3,000
	QUANTUM INTL CORP COM	Common Stock	**	4
	SPECTRA ENERGY CORP COM	Common Stock	**	1,815
	UNITED STS OIL FD LP UNITS	Common Stock	**	1,893
	VERMILION ENERGY INC COM NPV	Common Stock	**	2,745
	WILD BRUSH ENERGY INC COM NEW	Common Stock	**	3
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	10,039
	AMERICAN EXPRESS CO NFS IS A SPECIALIST	Common Stock	**	29,947
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	1,855
	APPTECH CORP COM NEW	Common Stock	**	19
	ASSURED GUARANTY LTD SHS	Common Stock	**	22,092
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	30,100
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	6,900
	BANK OF AMERICA CORP	Common Stock	**	57,954
	BARCLAYS BK PLC IPATH INDEX LKD SECS	Common Stock	**	50,160
	BARCLAYS BK PLC IPATH S&P 500 VIX	Common Stock	**	130,767
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	66,516
	CITIGROUP INC COM NEW	Common Stock	**	30,738
	CREDIT SUISSE NASSAU BRH ETN LKD STOXX	Common Stock	**	34,325
	DEUTSCHE BK AG LON BRH FI ENHANCED	Common Stock	**	52,115
	DIREXION SHS ETF TR DAILY FINL BEAR	Common Stock	**	25
	E ON AG ADR	Common Stock	**	3,435
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	2,055
	FLAHERTY & CRUMRINE DYNAMIC PFD&INC COM	Common Stock	**	2,354
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	2,060
	GREEN DOT CORP COM CL A USD0.001	Common Stock	**	307
	GSV CAP CORP COM	Common Stock	**	5,610
	HSBC HOLDINGS PLC SPONS ADR	Common Stock	**	20,631
	J P MORGAN CHASE & CO	Common Stock	**	36,487
	LLOYDS TSB GROUP PLC	Common Stock	**	11,637
	MONITISE PLC ORD GBP0.01	Common Stock	**	472
	NUVEEN FLOATING RATE INCOME OPPORTUNIT	Common Stock	**	1,435
	SCHWAB STRATEGIC TR US LARGE-CAP VALUE	Common Stock	**	24,360
	SYNOVUS FINANCIAL CORP COM USD1 (POST	Common Stock	**	1,684
	UBS AG LONDON BRH ETRACS MONTHLY PAY	Common Stock	**	26,334
	UBS AG LONDON BRH FI ENHANCED LARGE	Common Stock	**	37,869
	UBS GROUP CHF0.10 (REGD)	Common Stock	**	14,117
	VIPSHOP HLDGS LTD SPON ADR EA REPR 2	Common Stock	**	3,713
	WELLS FARGO & CO NEW	Common Stock	**	32,494
	WESTERN ASSET EMERGING MKTS DEBT	Common Stock	**	2,959
	WISDOMTREE TR EMERGING MKTS	Common Stock	**	2,857
	WMI HLDGS CORP COM	Common Stock	**	68
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	270,893
	AVAGO TECHNOLOGIES LTD SHS	Common Stock	**	3,029
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	5,980
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	46,951
	INVENSENSE INC COM USD0.001	Common Stock	**	170,730
	OCLARO INC COM NEW	Common Stock	**	30

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ON SEMICONDUCTOR CRP	Common Stock	**	2,026
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	1,109
	ABBVIE INC COM USD0.01	Common Stock	**	1,647
	ACTAVIS PLC EUR1	Common Stock	**	2,574
	BAYER AG SPONSORED ADR	Common Stock	**	15,998
	BIOADAPTIVES INC	Common Stock	**	87
	BRISTOL MYERS SQUIBB NFS LLC IS A	Common Stock	**	6,273
	CANNABIS SCIENCE INC COM	Common Stock	**	276
	EASTON PHARMACEUTICALS INC	Common Stock	**	66
	ENZON INC NFS LLS IS A MARKET	Common Stock	**	5,624
	EXELIXIS INC	Common Stock	**	10,944
	GILEAD SCIENCES INC	Common Stock	**	5,561
	GLAXOSMITHKLINE PLC SPONSORED ADR	Common Stock	**	13,861
	GROWLIFE INC COM	Common Stock	**	200
	HALOZYME THERAPEUTICS INC	Common Stock	**	7,315
	HALYARD HEALTH INC	Common Stock	**	1,091
	HEALTHSOUTH CORP COM NEW	Common Stock	**	2,368
	HEMISPERIX BIOPARMA INC	Common Stock	**	615
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	5,996
	KRAIG BIOCRRAFT LABORATORIES INC COM	Common Stock	**	111
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	5,691
	MERCK & CO INC NEW COM	Common Stock	**	19,244
	MERRIMACK PHARMACEUTICALS INC	Common Stock	**	1,695
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	24,080
	NOVARTIS AG ADR ISIN #US66987V1098	Common Stock	**	22,139
	NUVILEX INC COM	Common Stock	**	180
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	29,816
	PHARMAGEN INC COM	Common Stock	**	2
	REGENOCELL THERAPEUTICS INC COM	Common Stock	**	1
	SANOFI-SYNTHELABO ADR	Common Stock	**	16,876
	SOUTHERN HOME MED EQUIP INC COM NEW	Common Stock	**	60
	TEKMIRA PHARMACEUTICALS CORP	Common Stock	**	379
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	13,738
	AGNICO EAGLE MINES LTD	Common Stock	**	2,489
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	4,246
	APPLIED MATERIALS INC	Common Stock	**	8,162
	BALLARD PWR SYS INC NEW COM	Common Stock	**	396
	BARRICK GOLD CORP NFS IS A SPECIALIST	Common Stock	**	545
	BHP BILLITON LTD SPON ADR	Common Stock	**	7,529
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	9,723
	BP PLC SPON ADR REPSNTG	Common Stock	**	469,585
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	12,860
	CHEVRONTXACO CORP	Common Stock	**	6,817
	DEERE & COMPANY NFS IS A SPECIALIST	Common Stock	**	4,593
	DRAGON POLYMERS INC COM	Common Stock	**	39
	EATON CORP PLC COM USD0.50	Common Stock	**	11,305
	GENERAL DYNAMICS NFS LLC IS A SPECIAL	Common Stock	**	5,315
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	27,199
	GLOBAL SR ENTERPRISE INC COM	Common Stock	**	10
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	484
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	63

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	104
	ILLINOIS TOOL WORKS	Common Stock	**	6,843
	MARATHON OIL CORP	Common Stock	**	1,806
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	479
	MERITOR INC COM	Common Stock	**	7,575
	MOLYCORP INC DELAWARE COM	Common Stock	**	88
	NOBLE CORP PLC COM SHS	Common Stock	**	9,942
	NORTH SPRINGS RESOURCES CORP COM	Common Stock	**	1
	NOW CORP COM	Common Stock	**	2
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	36,174
	NUVERRA ENVIRONMENTAL	Common Stock	**	3,885
	PARAMOUNT GOLD MNG CORP	Common Stock	**	9,879
	PORTAGE RES INC COM	Common Stock	**	1
	PUDA COAL INC COM PAR \$.001	Common Stock	**	1
	RAYTHEON CO COM NEW	Common Stock	**	11,348
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	12,180
	SEADRILL LIMITED ISIN #BMG7945E1057	Common Stock	**	12,357
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	12,942
	TRANSOCEAN LTD ZUG NAMEN -AKT	Common Stock	**	60,787
	UNITED STATES STEEL CORP	Common Stock	**	21,392
	VALE S A ADR	Common Stock	**	818
	VANTAGE DRILLING COMPANY ORD SHS	Common Stock	**	196
	VEOLIA ENVIRONNEMENT SPON ADR	Common Stock	**	3,006
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	10,202
	NEXT 1 INTERACTIVE INC COM NEW	Common Stock	**	1
	WEBXU INC COM	Common Stock	**	1
	WEIBO CORP SPONSORED ADR	Common Stock	**	2,848
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	17,056
	NUANCE COMMUNICATIONS INC	Common Stock	**	8,562
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	10,904
	REGISTERED EXPRESS CORP COM	Common Stock	**	52
	THEDIRECTORY COM INC COM	Common Stock	**	3
	ADVANCED MICRO DEVICES INC	Common Stock	**	1,335
	AT&T INC COM	Common Stock	**	50,858
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	3,072
	BCE INC COM NEW ISIN #CA05534B7604	Common Stock	**	5,252
	BLACKBERRY LTD NPV ISIN #CA09228F1036	Common Stock	**	7,686
	CENTURYTEL INC	Common Stock	**	317
	CHINA INTEGRATED ENERGY INC COM	Common Stock	**	16
	CHINA MOBILE HONG KONG LTD	Common Stock	**	1,217
	CHINA TECHFAITH WIRELESS	Common Stock	**	62,419
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	9,996
	DEUTSCHE TELEKOM A G SPON ADR	Common Stock	**	4,810
	FACEBOOK INC COM USD0.000006 CL A	Common Stock	**	15,604
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	14,083
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	148
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	236
	QUALCOMM INC NFS LLC IS A MARKET	Common Stock	**	33,623
	SKYWORKS SOLUTIONS INC COM	Common Stock	**	3,642
	SPRINT CORPORATION COM USD0.01	Common Stock	**	133
	TECHNICAL COMMUNICATIONS CORP	Common Stock	**	2,826

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2014

(a)	(b) Identity of issue, borrower, leasor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	THESTREET.COM INC	Common Stock	**	1,190
	VERIZON COMMUNICATIONS	Common Stock	**	2,836
	VODAFONE GROUP SPON ADR REP 10 ORD SHS	Common Stock	**	2,412
	VOLTARI CORP COM USD0.001(POST REV	Common Stock	**	13
	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	14,395
	ZHONE TECHNOLOGIES INC NEW COM NEW	Common Stock	**	30
	ISHARES INC MSCI FRONTIER 100 INDEX	Common Stock	**	507
	ISHARES TR NASDAQ BIOTECHNOLOGY INDEX	Common Stock	**	30,341
	ISHARES TR S&P 1500 INDEX FD	Common Stock	**	660
	ISHARES TR S&P 500 INDEX FD	Common Stock	**	624
	ISHARES TR S&P 500/ BARRA GROWTH INDEX	Common Stock	**	560
	ISHARES TR S&P U S PFD STK INDEX FD	Common Stock	**	482
	MARKET VECTORS ETF TR AGRIBUSINESS ETF	Common Stock	**	41,935
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	10,325
	VANGUARD ADMIRAL FDS INC S&P SMALLCAP 6I	Common Stock	**	25,380
	VANGUARD INDEX FDS FORMERLY VANGUARD	Common Stock	**	2,525
	VANGUARD INDEX TR VANGUARD EXTENDED	Common Stock	**	31,088
	VANGUARD INTL EQUITY INDEX FD INC	Common Stock	**	41,151
	VANGUARD INTL EQUITY INDEX FD INC FTSE	Common Stock	**	74,098
	VANGUARD SECTOR INDEX FDS VANGUARD	Common Stock	**	87,065
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	35,342
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	3,753
	CONSOLIDATED EDISON HLDG CO INC	Common Stock	**	40,434
	DOMINION RESOURCES INC VA NEW	Common Stock	**	4,131
	EXELON CORP NFS IS A SPECIALIST	Common Stock	**	6,777
	HUANENG POWER INTL INC - ADR	Common Stock	**	1,586
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	160,875
		Total Common Stock		<u>5,281,977</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	<u>7,983,889</u>
	1ST FIN BK USA DAKOTA DUNES SD	Money Market	**	69,832
	AMERICAN EXPRESS CENTURION BK	Money Market	**	40,052
	BANC CALIF NA IRVINE CA	Money Market	**	14,996
	CIT BK SALT LAKE CITY UT	Money Market	**	50,035
	CIT BK SALT LAKE CITY UT	Money Market	**	74,505
*	FID RETIRE MMKT	Money Market	**	20,451,704
*	FIDELITY CASH RESERVES	Money Market	**	1,418,894
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,878
	GE CAP RETAIL BK DRAPER UTAH	Money Market	**	13,950
	GE CAPITAL RETAIL BANK CD	Money Market	**	15,875
	STATE BK INDIA NEW YORK NY	Money Market	**	8,894
	SYNCHRONY BK RETAIL CD	Money Market	**	13,849
		Total Money Market		<u>22,230,464</u>
	ABF SM CAP VAL INV	Mutual Fund	**	6,416,563

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	AMERIGAS PARTNERS LP UTS RPSTG COM LTD	Mutual Fund	**	5,075
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	8,356
	ANWORTH MTG ASSET CORP	Mutual Fund	**	3,497
	CAPSTEAD MTG CORP COM NO PAR	Mutual Fund	**	4,580
	CEDAR FAIR L P DEP UNIT	Mutual Fund	**	8,529
	CONESTOGA SMALL CAP	Mutual Fund	**	31,774
	DODGE & COX BALANCED	Mutual Fund	**	5,017,427
	DODGE & COX INTERNATL STOCK FUND	Mutual Fund	**	93,980
	DODGE & COX STOCK	Mutual Fund	**	5,885,527
	ENTERPRISE PRODUCTS PPTNS LP	Mutual Fund	**	53,747
*	FID CAPITAL & INCOME	Mutual Fund	**	6,905,828
*	FID DIVERSIFD INTL K	Mutual Fund	**	13,788,541
*	FID FRDM INDX 2010	Mutual Fund	**	4,710,276
*	FID FRDM INDX 2020	Mutual Fund	**	21,164,969
*	FID FRDM INDX 2030	Mutual Fund	**	32,458,981
*	FID FRDM INDX 2040	Mutual Fund	**	18,282,051
*	FID FRDM INDX 2050	Mutual Fund	**	12,205,322
*	FID FRDM INDX INC	Mutual Fund	**	1,760,962
*	FID LOW PRICED STK K	Mutual Fund	**	13,592,039
*	FID MID CAP STOCK K	Mutual Fund	**	9,956,263
*	FID OTC K	Mutual Fund	**	28,589,032
*	FID REAL ESTATE INVS	Mutual Fund	**	7,117,968
*	FIDELITY HIGH INCOME	Mutual Fund	**	97,522
*	FIDELITY NASDAQ COMPOSITE INDEX	Mutual Fund	**	13,976
*	FIDELITY NEW MARKETS INCOME	Mutual Fund	**	93,888
*	FIDELITY NEW MILLENNIUM	Mutual Fund	**	3,103
*	FIDELITY SELECT BIOTECHNOLOGY	Mutual Fund	**	10,263
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,945
*	FIDELITY SELECT HEALTH CARE	Mutual Fund	**	17,192
*	FIDELITY SELECT PHARMACEUTICAL	Mutual Fund	**	28,420
*	FIDELITY SELECT TRANSPORT	Mutual Fund	**	26,746
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	44,953
	FIRSTHAND ALTERNATIVE ENERGY	Mutual Fund	**	19,775
	HARTFORD SMALL CO Y	Mutual Fund	**	4,842,890
	HEALTHCARE ULTRA SECTOR PRO FD INVSTR	Mutual Fund	**	26,497
	JANUS RISK MANAGED STOCK FUND	Mutual Fund	**	25,251
	MATTHEW 25	Mutual Fund	**	28,401
	MFS VALUE R3	Mutual Fund	**	11,971,277
	PIM TOTAL RT INST	Mutual Fund	**	11,489,249
	PLAINS ALL AMERICAN PIPELINE LP	Mutual Fund	**	2,633
	PRIMECAP ODYSSEY GROWTH FUND	Mutual Fund	**	29,486
	PRU TOTAL RTN BD Q	Mutual Fund	**	2,955,122
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	24,689
*	SPARTAN EXT MKT INDX FID ADVANTAGE CLAS	Mutual Fund	**	99,122
*	SPARTAN US EQTY INDX FID ADVANTAGE CLAS	Mutual Fund	**	11,134
*	SPRTN TOTAL MKT INDX FID ADVANTAGE CLAS	Mutual Fund	**	30,014
*	SPTN 500 INDEX INST	Mutual Fund	**	25,612,369
*	SPTN GLB XUS IDZ ADV	Mutual Fund	**	4,712,519
	T ROWE PRICE BLUE CHIP GROWTH INC	Mutual Fund	**	2,156
	T ROWE PRICE HEALTH SCIENCES	Mutual Fund	**	17,342
	TRANSMONTAIGNE PARTNERS LP	Mutual Fund	**	1,605

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TRP BLUE CHIP GRTH	Mutual Fund	**	9,990,617
	VANG INFL PROT ADM	Mutual Fund	**	1,880,515
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	74,945
	VANGUARD ENERGY	Mutual Fund	**	13,086
	VANGUARD HEALTH CARE	Mutual Fund	**	85,133
	VANGUARD NAT RES LLC COM UNIT RESPSTG	Mutual Fund	**	2,179
	VANGUARD SELECTED VALUE FUND	Mutual Fund	**	66,146
	VANGUARD SMALL CAP STOCK INDEX TRUST	Mutual Fund	**	26,590
	VANGUARD WELLINGTON FUND	Mutual Fund	**	46,475
	VENTAS INC	Mutual Fund	**	2,392
	W P CAREY INC COM	Mutual Fund	**	2,268
		Total Mutual Funds		<u>262,495,172</u>
	CALL (AAPL) APPLE INC	Other	**	3,300
	CALL (ARO) AEROPOSTALE	Other	**	100
	CALL (BABA) ALIBABA GROUP HLDG	Other	**	6,700
	CALL (BBY) BEST BUY INC	Other	**	1,650
	CALL (FB) FACEBOOK INC COM	Other	**	5,200
	CALL (FEYE) FIREEYE INC COM	Other	**	180
	CALL (FL) FOOT LOCKER INC	Other	**	3,840
	CALL (GILD) GILEAD SCIENCES	Other	**	180
	CALL (GILD) GILEAD SCIENCES	Other	**	7,530
	CALL (GT) GOODYEAR TIRE &	Other	**	21,000
	CALL (JCP) PENNEY J C CO INC	Other	**	10
	CALL (MA) MASTERCARD INC CL A	Other	**	4,770
	CALL (NXPI) NXP SEMICONDUCTORS N	Other	**	5,340
	CALL (SPPI) SPECTRUM	Other	**	400
	CALL (SWKS) SKYWORKS SOLUTIONS	Other	**	5,360
	CALL (WB) WEIBO CORP	Other	**	120
	PUT (ARO) AEROPOSTALE	Other	**	200
	PUT (SPY) SPDR S&P 500 ETF	Other	**	510
		Total Other		<u>66,390</u>
*	PARTICIPANT LOANS	Various maturities (4.25% - 10.50%)	\$ -	<u>9,636,038</u>
				<u>\$ 307,693,930</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed

(a)	(b) Identity of issue, borrower, leasor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ALIBABA GROUP HLDG LTD	Common Stock	**	\$ 88,973
	BAE SYS PLC SPONS ADR	Common Stock	**	4,416
	CDK GLOBAL INC COM USD0.001 WI	Common Stock	**	491
	DIANA CONTAINERSHIPS INC NPV	Common Stock	**	11
	DIANA SHIPPING INC ISIN #MHY2066G1044	Common Stock	**	1,342
	FRONTLINE LTD ISIN #BMG3682E1277	Common Stock	**	753
	GENUINE PARTS CO	Common Stock	**	110,521
	MOBILEYE NV EUR0.01	Common Stock	**	406
	MPHASE TECHNOLOGIES INC	Common Stock	**	5
	NORDIC AMERICAN TANKER SHIPPING LTD	Common Stock	**	27,954
	3M COMPANY NFS IS A SPECIALIST	Common Stock	**	4,130
	ACTIVISION BLIZZARD INC COM	Common Stock	**	20,150
	AEROPOSTALE	Common Stock	**	1,160
	ALTRIA GROUP INC NFS LLC IS A	Common Stock	**	305,686
	AMERICAN AXLE & MFG HOLDINGS	Common Stock	**	9,036
	ARCHER DANIELS MIDLAND	Common Stock	**	6,071
	ARCOS DORADOS HOLDINGS INC COM NPV	Common Stock	**	16,709
	BOSTON BEER COMPANY INC CL A	Common Stock	**	579
	BRUNSWICK CORP NFS IS A SPECIALIST	Common Stock	**	60,088
	CLOROX CO DEL	Common Stock	**	5,508
	COCA COLA BOTTLING CO CONS	Common Stock	**	1,761
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	36,251
	CONAGRA FOODS INC NFS LLC IS A	Common Stock	**	5,818
	CUBA BEVERAGE CO COM	Common Stock	**	53
	DEAN FOODS CO COM USD0.01 (POST REV	Common Stock	**	2,957
	FORD MTR CO DEL COM	Common Stock	**	179,476
	GAMESTOP CORP NEW CL A	Common Stock	**	3,406
	GENERAL MILLS INC NFS LLC IS A	Common Stock	**	40,167
	GENERAL MOTORS CO COM USD0.01	Common Stock	**	16,307
	GOPRO INC. COM USD0.0001 CL A	Common Stock	**	61,323
	GREENE CONCEPTS INC COM NEW	Common Stock	**	22
	HAIN CELESTIAL GROUP INC	Common Stock	**	4,313
	HERBALIFE LTD USD COM SHS	Common Stock	**	2,828
	JAMMIN JAVA CORP COM	Common Stock	**	28
	KELLOGG COMPANY NFS LLC IS A	Common Stock	**	16,360
	KIMBERLY CLARK CORP NFS IS A SPECIALIST	Common Stock	**	28,921
	KONGZHONG CORP SPONS ADR	Common Stock	**	4,058
	KRAFT FOODS GROUP INC COM NPV	Common Stock	**	30,811
	LIONS GATE ENTERTAINMENT CORP	Common Stock	**	32,020
	LORILLARD INC COM	Common Stock	**	3,700
	LVMH MOET HENNESSY LOUIS VUITTON ADR	Common Stock	**	17,219
	MARKET VECTORS ETF TR JR GOLD MINERS	Common Stock	**	434
	MATTEL INC NFS IS A SPECIALIST	Common Stock	**	619
	MCDONALDS CORP NFS IS A SPECIALIST	Common Stock	**	15,346
	MEAD JOHNSON NUTRITION CO COM CL	Common Stock	**	603
	MICRON TECHNOLOGY NFS IS A SPECIALIST	Common Stock	**	9,103
	MONDELEZ INTL INC COM	Common Stock	**	11,087
	MONTALVO SPIRITS INC COM	Common Stock	**	95
	NESTLE S A SPONSORED ADR REPSTG REG SH	Common Stock	**	3,671
	NU SKIN ENTERPRISES INC CL A FRMLY NU	Common Stock	**	1,665
	ORYON TECHNOLOGIES INC COM USD0.001	Common Stock	**	59

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	PARABEL INC COM	Common Stock	**	11
	PENNEY J C INC NFS IS A SPECIALIST	Common Stock	**	65
	PHILIP MORRIS INTL INC COM	Common Stock	**	136,905
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	31,897
	RITE AID CORP NFS LLC IS A	Common Stock	**	150
	SAP AG SPON ADR NFS IS A SPECILIST	Common Stock	**	11,640
	SECTOR SPDR TR SHS BEN INT CONSUMER	Common Stock	**	91,312
	SMITH & WESSON HLDG CORP	Common Stock	**	568
	STEVIA CORP COM	Common Stock	**	27
	STURM RUGER & CO INC	Common Stock	**	346
	SUPERVALU INC NFS LLC IS A	Common Stock	**	11,213
	SYSCO CORP NFS LLC IS A	Common Stock	**	4,433
	TANDY LEATHER FACTORY INC	Common Stock	**	2,699
	TARGET CORP NFS IS A SPECIALIST	Common Stock	**	2,330
	TASER INTERNATIONAL INC	Common Stock	**	10,592
	TESLA MOTORS INC COM USD0.001	Common Stock	**	85,405
	TEXAS INSTRUMENTS INC	Common Stock	**	5,841
	TRW AUTOMOTIVE HLDGS CORP	Common Stock	**	2,366
	UNILEVER N V NEW ISIN #US9047847093	Common Stock	**	4,387
	WHIRLPOOL CORP	Common Stock	**	19,798
	WHITEWAVE FOODS CO COM USD0.01 CL A	Common Stock	**	6,438
	AEGEAN MARINE PETROLEUM NETWORK	Common Stock	**	7,010
	AMBASSADORS GROUP INC	Common Stock	**	94,263
	BALTIA AIR LINES INC	Common Stock	**	2,375
	BRIDGEPOINT ED INC COM	Common Stock	**	6,792
	CANADIAN NATL RY CO	Common Stock	**	3,745
	CVS CORP DEL NFS LLC IS A	Common Stock	**	33,709
	DELTA AIR LINES INC DEL COM NEW	Common Stock	**	1,230
	GOOGLE INC CL A	Common Stock	**	19,104
	GROUPON INC COM USD0.0001	Common Stock	**	4,130
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	22,823
	MARRIOTT INTL INC CL A	Common Stock	**	2,974
	MARRIOTT VACATIONS WORLDWIDE CORP COM	Common Stock	**	2,843
	REXNORD CORP COM USD0.01	Common Stock	**	846
	SOUTHWEST AIRLNS CO NFS LLC IS A SPECIAL	Common Stock	**	9,688
	VIRGIN AMER INC COM VTG	Common Stock	**	1,514
	XEROX CORP NFS IS A SPECIALIST	Common Stock	**	5,766
	ALPHA NAT RES INC	Common Stock	**	345
	CAN FITE BIOPHARMA LTD SPON ADR EA REPR	Common Stock	**	2,450
	CHESAPEAKE ENERGY CORPORATION	Common Stock	**	114
	CLEAN ENERGY FUELS CORP	Common Stock	**	749
	DUKE ENERGY CORP COM NPV (POST REV SPLI	Common Stock	**	7,779
	EVERGREEN ENERGY INC NEW COM NEW	Common Stock	**	4
	EXXON MOBIL CORP NFS IS A SPECIALIST	Common Stock	**	76,613
	FUELCELL ENERGY INC NFS LLC IS A MARKET	Common Stock	**	385
	GOODRICH PETROLEUM CORP NEW	Common Stock	**	444
	HALLIBURTON CO HOLDING CO FRMLY	Common Stock	**	1,386
	KINDER MORGAN INC DELAWARE COM USD0.01	Common Stock	**	101,560
	MARKET VECTORS ETF OIL SVCS ETF	Common Stock	**	76,612
	NORDIC AMERICAN OFFSHORE LTD COM	Common Stock	**	221
	PARAGON OFFSHORE PLC COM USD0.01	Common Stock	**	554

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	PEMBINA PIPELINE CORPORATION COM NPV	Common Stock	**	2,731
	PETROLEO BRASILEIRO SA PETROBRAS	Common Stock	**	12,477
	PG & E CORP	Common Stock	**	4,059
	PLUG PWR INC COM NEW	Common Stock	**	3,000
	QUANTUM INTL CORP COM	Common Stock	**	4
	SPECTRA ENERGY CORP COM	Common Stock	**	1,815
	UNITED STS OIL FD LP UNITS	Common Stock	**	1,893
	VERMILION ENERGY INC COM NPV	Common Stock	**	2,745
	WILD BRUSH ENERGY INC COM NEW	Common Stock	**	3
	AFLAC INC NFS IS A SPECIALIST	Common Stock	**	10,039
	AMERICAN EXPRESS CO NFS IS A SPECIALIST	Common Stock	**	29,947
	APOLLO INVT CORP COM SH BEN INT	Common Stock	**	1,855
	APPTECH CORP COM NEW	Common Stock	**	19
	ASSURED GUARANTY LTD SHS	Common Stock	**	22,092
	BANCO LATINO- AMERICANO DE EXPORT	Common Stock	**	30,100
	BANCO SANTANDER CENT HISPANO S A	Common Stock	**	6,900
	BANK OF AMERICA CORP	Common Stock	**	57,954
	BARCLAYS BK PLC IPATH INDEX LKD SECS	Common Stock	**	50,160
	BARCLAYS BK PLC IPATH S&P 500 VIX	Common Stock	**	130,767
	BERKSHIRE HATHAWAY INC DEL CL B NEW	Common Stock	**	66,516
	CITIGROUP INC COM NEW	Common Stock	**	30,738
	CREDIT SUISSE NASSAU BRH ETN LKD STOXX	Common Stock	**	34,325
	DEUTSCHE BK AG LON BRH FI ENHANCED	Common Stock	**	52,115
	DIREXION SHS ETF TR DAILY FINL BEAR	Common Stock	**	25
	E ON AG ADR	Common Stock	**	3,435
	FANNIE MAE NFS IS A SPECIALIST	Common Stock	**	2,055
	FLAHERTY & CRUMRINE DYNAMIC PFD&INC COM	Common Stock	**	2,354
	FREDDIE MAC NFS IS A SPECIALIST	Common Stock	**	2,060
	GREEN DOT CORP COM CL A USD0.001	Common Stock	**	307
	GSV CAP CORP COM	Common Stock	**	5,610
	HSBC HOLDINGS PLC SPONS ADR	Common Stock	**	20,631
	J P MORGAN CHASE & CO	Common Stock	**	36,487
	LLOYDS TSB GROUP PLC	Common Stock	**	11,637
	MONITISE PLC ORD GBP0.01	Common Stock	**	472
	NUVEEN FLOATING RATE INCOME OPPORTUNIT	Common Stock	**	1,435
	SCHWAB STRATEGIC TR US LARGE-CAP VALUE	Common Stock	**	24,360
	SYNOVUS FINANCIAL CORP COM USD1 (POST	Common Stock	**	1,684
	UBS AG LONDON BRH ETRACS MONTHLY PAY	Common Stock	**	26,334
	UBS AG LONDON BRH FI ENHANCED LARGE	Common Stock	**	37,869
	UBS GROUP CHF0.10 (REGD)	Common Stock	**	14,117
	VIPSHOP HLDGS LTD SPON ADR EA REPR 2	Common Stock	**	3,713
	WELLS FARGO & CO NEW	Common Stock	**	32,494
	WESTERN ASSET EMERGING MKTS DEBT	Common Stock	**	2,959
	WISDOMTREE TR EMERGING MKTS	Common Stock	**	2,857
	WMI HLDGS CORP COM	Common Stock	**	68
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	270,893
	AVAGO TECHNOLOGIES LTD SHS	Common Stock	**	3,029
	CISCO SYS INC NFS LLC IS A MARKET	Common Stock	**	5,980
	INTEL CORP NFS LLC IS A MARKET	Common Stock	**	46,951
	INVENSENSE INC COM USD0.001	Common Stock	**	170,730
	OCLARO INC COM NEW	Common Stock	**	30

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ON SEMICONDUCTOR CRP	Common Stock	**	2,026
	RAMBUS INC NFS LLC IS A MARKET	Common Stock	**	1,109
	ABBVIE INC COM USD0.01	Common Stock	**	1,647
	ACTAVIS PLC EUR1	Common Stock	**	2,574
	BAYER AG SPONSORED ADR	Common Stock	**	15,998
	BIOADAPTIVES INC	Common Stock	**	87
	BRISTOL MYERS SQUIBB NFS LLC IS A	Common Stock	**	6,273
	CANNABIS SCIENCE INC COM	Common Stock	**	276
	EASTON PHARMACEUTICALS INC	Common Stock	**	66
	ENZON INC NFS LLS IS A MARKET	Common Stock	**	5,624
	EXELIXIS INC	Common Stock	**	10,944
	GILEAD SCIENCES INC	Common Stock	**	5,561
	GLAXOSMITHKLINE PLC SPONSORED ADR	Common Stock	**	13,861
	GROWLIFE INC COM	Common Stock	**	200
	HALOZYME THERAPEUTICS INC	Common Stock	**	7,315
	HALYARD HEALTH INC	Common Stock	**	1,091
	HEALTHSOUTH CORP COM NEW	Common Stock	**	2,368
	HEMISPERIX BIOPRARMA INC	Common Stock	**	615
	JOHNSON & JOHNSON NFS IS A SPECIALIST	Common Stock	**	5,996
	KRAIG BIOCRRAFT LABORATORIES INC COM	Common Stock	**	111
	LILLY ELI & CO NFS IS A SPECIALIST	Common Stock	**	5,691
	MERCK & CO INC NEW COM	Common Stock	**	19,244
	MERRIMACK PHARMACEUTICALS INC	Common Stock	**	1,695
	MOMENTA PHARMACEUTICALS INC	Common Stock	**	24,080
	NOVARTIS AG ADR ISIN #US66987V1098	Common Stock	**	22,139
	NUVILEX INC COM	Common Stock	**	180
	PFIZER INC NFS IS A SPECIALIST	Common Stock	**	29,816
	PHARMAGEN INC COM	Common Stock	**	2
	REGENOCELL THERAPEUTICS INC COM	Common Stock	**	1
	SANOFI-SYNTHELABO ADR	Common Stock	**	16,876
	SOUTHERN HOME MED EQUIP INC COM NEW	Common Stock	**	60
	TEKMIRA PHARMACEUTICALS CORP	Common Stock	**	379
	TEVA PHARMACEUTICAL INDS LTD ADS	Common Stock	**	13,738
	AGNICO EAGLE MINES LTD	Common Stock	**	2,489
	ALCATEL SA SPON ADR (1 ADR TO 1	Common Stock	**	4,246
	APPLIED MATERIALS INC	Common Stock	**	8,162
	BALLARD PWR SYS INC NEW COM	Common Stock	**	396
	BARRICK GOLD CORP NFS IS A SPECIALIST	Common Stock	**	545
	BHP BILLITON LTD SPON ADR	Common Stock	**	7,529
	BOEING CO NFS IS A SPECIALIST	Common Stock	**	9,723
	BP PLC SPON ADR REPSNTG	Common Stock	**	469,585
	CEMEX S A SPONS ADR NEW REP	Common Stock	**	12,860
	CHEVRONTXACO CORP	Common Stock	**	6,817
	DEERE & COMPANY NFS IS A SPECIALIST	Common Stock	**	4,593
	DRAGON POLYMERS INC COM	Common Stock	**	39
	EATON CORP PLC COM USD0.50	Common Stock	**	11,305
	GENERAL DYNAMICS NFS LLC IS A SPECIAL	Common Stock	**	5,315
	GENERAL ELECTRIC CO NFS IS A SPECIALIST	Common Stock	**	27,199
	GLOBAL SR ENTERPRISE INC COM	Common Stock	**	10
	GLOBAL X FDS GLOBAL X SILVER MINERS ETF	Common Stock	**	484
	GOLDEN STAR RES LTD CDA COM	Common Stock	**	63

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	GREAT WESTN MINERALS GROUP LTD	Common Stock	**	104
	ILLINOIS TOOL WORKS	Common Stock	**	6,843
	MARATHON OIL CORP	Common Stock	**	1,806
	MARKET VECTORS ETF TR GOLD MINERS ETF	Common Stock	**	479
	MERITOR INC COM	Common Stock	**	7,575
	MOLYCORP INC DELAWARE COM	Common Stock	**	88
	NOBLE CORP PLC COM SHS	Common Stock	**	9,942
	NORTH SPRINGS RESOURCES CORP COM	Common Stock	**	1
	NOW CORP COM	Common Stock	**	2
	NUCOR CORP NFS IS A SPECIALIST	Common Stock	**	36,174
	NUVERRA ENVIRONMENTAL	Common Stock	**	3,885
	PARAMOUNT GOLD MNG CORP	Common Stock	**	9,879
	PORTAGE RES INC COM	Common Stock	**	1
	PUDA COAL INC COM PAR \$.001	Common Stock	**	1
	RAYTHEON CO COM NEW	Common Stock	**	11,348
	SCHLUMBERGER LIMITED NFS IS A SPECIALIST	Common Stock	**	12,180
	SEADRILL LIMITED ISIN #BMG7945E1057	Common Stock	**	12,357
	TOTAL FINA ELF S A SPON ADR	Common Stock	**	12,942
	TRANSOCEAN LTD ZUG NAMEN -AKT	Common Stock	**	60,787
	UNITED STATES STEEL CORP	Common Stock	**	21,392
	VALE S A ADR	Common Stock	**	818
	VANTAGE DRILLING COMPANY ORD SHS	Common Stock	**	196
	VEOLIA ENVIRONNEMENT SPON ADR	Common Stock	**	3,006
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	10,202
	NEXT 1 INTERACTIVE INC COM NEW	Common Stock	**	1
	WEBXU INC COM	Common Stock	**	1
	WEIBO CORP SPONSORED ADR	Common Stock	**	2,848
	MICROSOFT CORP NFS LLC IS A MARKET	Common Stock	**	17,056
	NUANCE COMMUNICATIONS INC	Common Stock	**	8,562
	ORACLE CORPORATION NFS LLC IS A MARKET	Common Stock	**	10,904
	REGISTERED EXPRESS CORP COM	Common Stock	**	52
	THEDIRECTORY COM INC COM	Common Stock	**	3
	ADVANCED MICRO DEVICES INC	Common Stock	**	1,335
	AT&T INC COM	Common Stock	**	50,858
	AUTOMATIC DATA PROCESSING INC	Common Stock	**	3,072
	BCE INC COM NEW ISIN #CA05534B7604	Common Stock	**	5,252
	BLACKBERRY LTD NPV ISIN #CA09228F1036	Common Stock	**	7,686
	CENTURYTEL INC	Common Stock	**	317
	CHINA INTEGRATED ENERGY INC COM	Common Stock	**	16
	CHINA MOBILE HONG KONG LTD	Common Stock	**	1,217
	CHINA TECHFAITH WIRELESS	Common Stock	**	62,419
	CYPRESS SEMICONDUCTR CORP	Common Stock	**	9,996
	DEUTSCHE TELEKOM A G SPON ADR	Common Stock	**	4,810
	FACEBOOK INC COM USD0.000006 CL A	Common Stock	**	15,604
	FRONTIER COMMUNICATIONS CORP	Common Stock	**	14,083
	LEVEL 3 COMMUNICATIONS INC	Common Stock	**	148
	NOKIA CORP ADR NFS IS A SPECIALIST	Common Stock	**	236
	QUALCOMM INC NFS LLC IS A MARKET	Common Stock	**	33,623
	SKYWORKS SOLUTIONS INC COM	Common Stock	**	3,642
	SPRINT CORPORATION COM USD0.01	Common Stock	**	133
	TECHNICAL COMMUNICATIONS CORP	Common Stock	**	2,826

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	THESTREET.COM INC	Common Stock	**	1,190
	VERIZON COMMUNICATIONS	Common Stock	**	2,836
	VODAFONE GROUP SPON ADR REP 10 ORD SHS	Common Stock	**	2,412
	VOLTARI CORP COM USD0.001(POST REV	Common Stock	**	13
	YAHOO INC NFS LLC IS A MARKET	Common Stock	**	14,395
	ZHONG TECHNOLOGIES INC NEW COM NEW	Common Stock	**	30
	ISHARES INC MSCI FRONTIER 100 INDEX	Common Stock	**	507
	ISHARES TR NASDAQ BIOTECHNOLOGY INDEX	Common Stock	**	30,341
	ISHARES TR S&P 1500 INDEX FD	Common Stock	**	660
	ISHARES TR S&P 500 INDEX FD	Common Stock	**	624
	ISHARES TR S&P 500/ BARRA GROWTH INDEX	Common Stock	**	560
	ISHARES TR S&P U S PFD STK INDEX FD	Common Stock	**	482
	MARKET VECTORS ETF TR AGRIBUSINESS ETF	Common Stock	**	41,935
	POWERSHARES QQQ TR UNIT SER 1	Common Stock	**	10,325
	VANGUARD ADMIRAL FDS INC S&P SMALLCAP 6	Common Stock	**	25,380
	VANGUARD INDEX FDS FORMERLY VANGUARD	Common Stock	**	2,525
	VANGUARD INDEX TR VANGUARD EXTENDED	Common Stock	**	31,088
	VANGUARD INTL EQUITY INDEX FD INC	Common Stock	**	41,151
	VANGUARD INTL EQUITY INDEX FD INC FTSE	Common Stock	**	74,098
	VANGUARD SECTOR INDEX FDS VANGUARD	Common Stock	**	87,065
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	35,342
	WISDOMTREE TR INTL REAL ESTATE SECTOR	Common Stock	**	3,753
	CONSOLIDATED EDISON HLDG CO INC	Common Stock	**	40,434
	DOMINION RESOURCES INC VA NEW	Common Stock	**	4,131
	EXELON CORP NFS IS A SPECIALIST	Common Stock	**	6,777
	HUANENG POWER INTL INC - ADR	Common Stock	**	1,586
	SOUTHERN CO NFS IS A SPECIALIST	Common Stock	**	160,875
		Total Common Stock		<u>5,281,977</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	<u>7,983,889</u>
	1ST FIN BK USA DAKOTA DUNES SD	Money Market	**	69,832
	AMERICAN EXPRESS CENTURION BK	Money Market	**	40,052
	BANC CALIF NA IRVINE CA	Money Market	**	14,996
	CIT BK SALT LAKE CITY UT	Money Market	**	50,035
	CIT BK SALT LAKE CITY UT	Money Market	**	74,505
*	FID RETIRE MMKT	Money Market	**	20,451,704
*	FIDELITY CASH RESERVES	Money Market	**	1,418,894
*	FIDELITY FMMT RETIREMENT MONEY MKT	Money Market	**	57,878
	GE CAP RETAIL BK DRAPER UTAH	Money Market	**	13,950
	GE CAPITAL RETAIL BANK CD	Money Market	**	15,875
	STATE BK INDIA NEW YORK NY	Money Market	**	8,894
	SYNCHRONY BK RETAIL CD	Money Market	**	13,849
		Total Money Market		<u>22,230,464</u>
	ABF SM CAP VAL INV	Mutual Fund	**	6,416,563

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	AMERIGAS PARTNERS LP UTS RPSTG COM LTD	Mutual Fund	**	5,075
	ANNALY MORTGAGE MANAGEMENT INC	Mutual Fund	**	8,356
	ANWORTH MTG ASSET CORP	Mutual Fund	**	3,497
	CAPSTEAD MTG CORP COM NO PAR	Mutual Fund	**	4,580
	CEDAR FAIR L P DEP UNIT	Mutual Fund	**	8,529
	CONESTOGA SMALL CAP	Mutual Fund	**	31,774
	DODGE & COX BALANCED	Mutual Fund	**	5,017,427
	DODGE & COX INTERNATL STOCK FUND	Mutual Fund	**	93,980
	DODGE & COX STOCK	Mutual Fund	**	5,885,527
	ENTERPRISE PRODUCTS PPTNS LP	Mutual Fund	**	53,747
*	FID CAPITAL & INCOME	Mutual Fund	**	6,905,828
*	FID DIVERSIFD INTL K	Mutual Fund	**	13,788,541
*	FID FRDM INDX 2010	Mutual Fund	**	4,710,276
*	FID FRDM INDX 2020	Mutual Fund	**	21,164,969
*	FID FRDM INDX 2030	Mutual Fund	**	32,458,981
*	FID FRDM INDX 2040	Mutual Fund	**	18,282,051
*	FID FRDM INDX 2050	Mutual Fund	**	12,205,322
*	FID FRDM INDX INC	Mutual Fund	**	1,760,962
*	FID LOW PRICED STK K	Mutual Fund	**	13,592,039
*	FID MID CAP STOCK K	Mutual Fund	**	9,956,263
*	FID OTC K	Mutual Fund	**	28,589,032
*	FID REAL ESTATE INVS	Mutual Fund	**	7,117,968
*	FIDELITY HIGH INCOME	Mutual Fund	**	97,522
*	FIDELITY NASDAQ COMPOSITE INDEX	Mutual Fund	**	13,976
*	FIDELITY NEW MARKETS INCOME	Mutual Fund	**	93,888
*	FIDELITY NEW MILLENNIUM	Mutual Fund	**	3,103
*	FIDELITY SELECT BIOTECHNOLOGY	Mutual Fund	**	10,263
*	FIDELITY SELECT ENERGY	Mutual Fund	**	5,945
*	FIDELITY SELECT HEALTH CARE	Mutual Fund	**	17,192
*	FIDELITY SELECT PHARMACEUTICAL	Mutual Fund	**	28,420
*	FIDELITY SELECT TRANSPORT	Mutual Fund	**	26,746
*	FIDELITY SOUTHEAST ASIA	Mutual Fund	**	44,953
	FIRSTHAND ALTERNATIVE ENERGY	Mutual Fund	**	19,775
	HARTFORD SMALL CO Y	Mutual Fund	**	4,842,890
	HEALTHCARE ULTRA SECTOR PRO FD INVSTR	Mutual Fund	**	26,497
	JANUS RISK MANAGED STOCK FUND	Mutual Fund	**	25,251
	MATTHEW 25	Mutual Fund	**	28,401
	MFS VALUE R3	Mutual Fund	**	11,971,277
	PIM TOTAL RT INST	Mutual Fund	**	11,489,249
	PLAINS ALL AMERICAN PIPELINE LP	Mutual Fund	**	2,633
	PRIMECAP ODYSSEY GROWTH FUND	Mutual Fund	**	29,486
	PRU TOTAL RTN BD Q	Mutual Fund	**	2,955,122
	REYNOLDS BLUE CHIP GROWTH	Mutual Fund	**	24,689
*	SPARTAN EXT MKT INDX FID ADVANTAGE CLAS	Mutual Fund	**	99,122
*	SPARTAN US EQTY INDX FID ADVANTAGE CLAS	Mutual Fund	**	11,134
*	SPRTN TOTAL MKT INDX FID ADVANTAGE CLAS	Mutual Fund	**	30,014
*	SPTN 500 INDEX INST	Mutual Fund	**	25,612,369
*	SPTN GLB XUS IDZ ADV	Mutual Fund	**	4,712,519
	T ROWE PRICE BLUE CHIP GROWTH INC	Mutual Fund	**	2,156
	T ROWE PRICE HEALTH SCIENCES	Mutual Fund	**	17,342
	TRANSMONTAIGNE PARTNERS LP	Mutual Fund	**	1,605

ZF North America, Inc. 401(k) & Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 01-0389790 / Plan Number: 003
December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TRP BLUE CHIP GRTH	Mutual Fund	**	9,990,617
	VANG INFL PROT ADM	Mutual Fund	**	1,880,515
	VANGAURD DIV APP INDEX INVT CL SH	Mutual Fund	**	74,945
	VANGUARD ENERGY	Mutual Fund	**	13,086
	VANGUARD HEALTH CARE	Mutual Fund	**	85,133
	VANGUARD NAT RES LLC COM UNIT RESPSTG	Mutual Fund	**	2,179
	VANGUARD SELECTED VALUE FUND	Mutual Fund	**	66,146
	VANGUARD SMALL CAP STOCK INDEX TRUST	Mutual Fund	**	26,590
	VANGUARD WELLINGTON FUND	Mutual Fund	**	46,475
	VENTAS INC	Mutual Fund	**	2,392
	W P CAREY INC COM	Mutual Fund	**	2,268
		Total Mutual Funds		<u>262,495,172</u>
	CALL (AAPL) APPLE INC	Other	**	3,300
	CALL (ARO) AEROPOSTALE	Other	**	100
	CALL (BABA) ALIBABA GROUP HLDG	Other	**	6,700
	CALL (BBY) BEST BUY INC	Other	**	1,650
	CALL (FB) FACEBOOK INC COM	Other	**	5,200
	CALL (FEYE) FIREEYE INC COM	Other	**	180
	CALL (FL) FOOT LOCKER INC	Other	**	3,840
	CALL (GILD) GILEAD SCIENCES	Other	**	180
	CALL (GILD) GILEAD SCIENCES	Other	**	7,530
	CALL (GT) GOODYEAR TIRE &	Other	**	21,000
	CALL (JCP) PENNEY J C CO INC	Other	**	10
	CALL (MA) MASTERCARD INC CL A	Other	**	4,770
	CALL (NXPI) NXP SEMICONDUCTORS N	Other	**	5,340
	CALL (SPPI) SPECTRUM	Other	**	400
	CALL (SWKS) SKYWORKS SOLUTIONS	Other	**	5,360
	CALL (WB) WEIBO CORP	Other	**	120
	PUT (ARO) AEROPOSTALE	Other	**	200
	PUT (SPY) SPDR S&P 500 ETF	Other	**	510
		Total Other		<u>66,390</u>
*	PARTICIPANT LOANS	Various maturities (4.25% - 10.50%)	\$ -	<u>9,636,038</u>
				<u>\$ 307,693,930</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed