

|                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                              |
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| <b>Form 5500</b><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                |                                                                                                                                                                                    |                                            |
|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                |                                                                                                                                                                                    |                                            |
| For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u> |                                                                |                                                                                                                                                                                    |                                            |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan;                 | <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or |                                            |
|                                                                                                          | <input checked="" type="checkbox"/> a single-employer plan;    | <input type="checkbox"/> a DFE (specify) _____                                                                                                                                     |                                            |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report;              | <input type="checkbox"/> the final return/report;                                                                                                                                  |                                            |
|                                                                                                          | <input type="checkbox"/> an amended return/report;             | <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                    |                                            |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>                                       |                                                                                                                                                                                    |                                            |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558;                 | <input type="checkbox"/> automatic extension;                                                                                                                                      | <input type="checkbox"/> the DFVC program; |
|                                                                                                          | <input type="checkbox"/> special extension (enter description) |                                                                                                                                                                                    |                                            |

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| <b>Part II</b>                                                                                                                                                                                                                                                                                                                                            | <b>Basic Plan Information</b> —enter all requested information      |                                                                  |                                                             |
| <b>1a</b> Name of plan<br><u>BRAKE PARTS INC. LLC 401(K) PLAN</u>                                                                                                                                                                                                                                                                                         | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                       |                                                             |
|                                                                                                                                                                                                                                                                                                                                                           | <b>1c</b> Effective date of plan                                    | <u>09/01/2014</u>                                                |                                                             |
| <b>2a</b> Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br><u>BRAKE PARTS INC. LLC</u><br><br><u>4400 PRIME PARKWAY</u><br><u>MCHENRY, IL 60050</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>06-1248287</u> | <b>2c</b> Plan Sponsor's telephone number<br><u>815-363-9000</u> | <b>2d</b> Business code (see instructions)<br><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.

|                                                                                                 |                                                   |            |                                                              |
|-------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                | Filed with authorized/valid electronic signature. | 10/17/2016 | GERARDO SOTO                                                 |
|                                                                                                 | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                |                                                   |            |                                                              |
|                                                                                                 | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                |                                                   |            |                                                              |
|                                                                                                 | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) |                                                   |            | Preparer's telephone number                                  |
|                                                                                                 |                                                   |            |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                   | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                                                                                                                                                                                                                                                                             |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    | <b>5</b> 994                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year.....                                                                                                                                                                                                                                                                                                                                     | <b>6a(1)</b> 758                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                                                                                                                                                          | <b>6a(2)</b> 771                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                         | <b>6b</b> 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          | <b>6c</b> 250                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                | <b>6d</b> 1021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                                  | <b>6e</b> 6                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    | <b>6f</b> 1027                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            | <b>6g</b> 569                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                | <b>6h</b> 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2T 3D 3F                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

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|-----------------|-----------------------------------------------------------------------------------|
| <b>Part III</b> | <b>Form M-1 Compliance Information (to be completed by welfare benefit plans)</b> |
|-----------------|-----------------------------------------------------------------------------------|

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**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.

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

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**11c** Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 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 \_\_\_\_\_

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|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
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| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2015                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015 |                                                      |     |
| A Name of plan<br>BRAKE PARTS INC. LLC 401(K) PLAN                                         | B Three-digit plan number (PN) ▶                     | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>BRAKE PARTS INC. LLC             | D Employer Identification Number (EIN)<br>06-1248287 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| Part I | Service Provider Information (see instructions) |
|--------|-------------------------------------------------|

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| BLACKROCK                                                                                                  |
| 04-6171663                                                                                                 |

|                                                                                                           |
|-----------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
| COLUMBIA                                                                                                  |
| 93-0577450                                                                                                |

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| DREYFUS                                                                                                    |
| 13-5673135                                                                                                 |

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| T. ROWE                                                                                                    |
| 52-2264646                                                                                                 |

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

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FPA

04-3118452

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

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HARDING LEVNER

27-0684167

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

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JP MORGAN

13-2624428

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

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OAKMARK

04-3276558

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

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FRANKLIN TEMPLETON INVESTMENT

94-3167260

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

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VANGUARD

23-1945930

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

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DODGE &amp; COX

94-1441976

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

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FIRST EAGLE

13-3392291

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

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TCW

95-2749628

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

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

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

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

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

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

WELLS FARGO BANK N.A.

94-1347393

| (b)<br>Service Code(s)     | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|----------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 21 27 37<br>50 51 62 64 | SERVICE PROVIDER                                                                                  | 33902                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:



**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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2015</div><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2015 or fiscal plan year beginning <span style="color: blue;">01/01/2015</span> and ending <span style="color: blue;">12/31/2015</span>                                                                                                           |                                                                                                                                                                                                                                                                              |                                                                                                                                                                                   |
| <b>A</b> Name of plan<br><span style="color: blue;">BRAKE PARTS INC. LLC 401(K) PLAN</span>                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <span style="color: blue; font-size: 1.1em;">001</span>                                                                                                                           |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">BRAKE PARTS INC. LLC</span>                                                                                                                                                  | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">06-1248287</span>                                                                                                                                                                                |                                                                                                                                                                                   |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                                     |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                                                                                                   |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                                     |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                              | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                               |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 174183                |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 150920                |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                              |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 1581773               | 1240845         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 11752596              | 10571639        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 37238868              | 35148624        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 50898340              | 46961108        |

**Liabilities**

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

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 50898340 | 46961108 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 1693507    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 2320308    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 422556     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 4436371   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 60698      |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 60698     |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 797983     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 797983    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | 175281    |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            | -826086   |
| c Other income .....                                                                            | 2c     |            | 40        |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 4644287   |

**Expenses**

|                                                                                      |       |         |         |
|--------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                  |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 8553512 |         |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) |         |         |
| (3) Other .....                                                                      | 2e(3) |         |         |
| (4) Total benefit payments. Add lines 2e(1) through (3) .....                        | 2e(4) |         | 8553512 |
| f Corrective distributions (see instructions) .....                                  | 2f    |         |         |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |         | 1707    |
| h Interest expense .....                                                             | 2h    |         |         |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) |         |         |
| (2) Contract administrator fees .....                                                | 2i(2) |         |         |
| (3) Investment advisory and management fees .....                                    | 2i(3) |         |         |
| (4) Other .....                                                                      | 2i(4) | 26300   |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |         | 26300   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |         | 8581519 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | -3937232 |
| l Transfers of assets:                                   |       |  |          |
| (1) To this plan .....                                   | 2l(1) |  |          |
| (2) From this plan .....                                 | 2l(2) |  |          |

**Part III Accountant's Opinion**

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

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

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

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

☒ Yes ☐ No

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

(1) Name: RSM US LLP

(2) EIN: 42-0714325

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

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

**Part IV Compliance Questions**

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

During the plan year:

|                                                                                                                                                                                                                                                                                                                  | Yes | No | N/A | Amount |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|--------|
| <b>a</b> 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.) .....                 |     | X  |     |        |
| <b>b</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.) ..... |     | X  |     |        |

|                                                                                                                                                                                                                         | Yes | No | N/A | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)                                          |     | X  |     |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)                               |     | X  |     |          |
| <b>e</b> Was this plan covered by a fidelity bond?                                                                                                                                                                      | X   |    |     | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?                                                                                       |     | X  |     |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?                                                    |     | X  |     |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?                                          |     | X  |     |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)                                                                | X   |    |     |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | X   |    |     |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?                                                           |     | X  |     |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?                                                                                                                                            |     | X  |     |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)                                                                                                  |     | X  |     |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.                                     |     |    |     |          |
| <b>o</b> Did the plan trust incur unrelated business taxable income?                                                                                                                                                    |     |    |     |          |
| <b>p</b> Were in-service distributions made during the plan year?                                                                                                                                                       |     |    |     |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☐ No Amount:

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

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

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

## Part V Trust Information

**6a** Name of trust

**6b** Trust's EIN

**6c** Name of trustee or custodian

**6d** Trustee's or custodian's telephone number

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>BRAKE PARTS INC. LLC 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BRAKE PARTS INC. LLC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>06-1248287</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>41-6257133</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                             |                                   |                                   |                               |                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. .... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2015  
v. 150123

**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): \_\_\_\_\_

|           |                                                                                                                                                                                                                                                      |  |            |  |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------|--|
| <b>14</b> | Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:                                                                                                                    |  | <b>14a</b> |  |
|           | <b>a</b> The current year .....                                                                                                                                                                                                                      |  | <b>14b</b> |  |
|           | <b>b</b> The plan year immediately preceding the current plan year .....                                                                                                                                                                             |  | <b>14c</b> |  |
|           | <b>c</b> The second preceding plan year .....                                                                                                                                                                                                        |  |            |  |
| <b>15</b> | Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:                                                                         |  |            |  |
|           | <b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....                                                                                                                                                |  | <b>15a</b> |  |
|           | <b>b</b> The corresponding number for the second preceding plan year .....                                                                                                                                                                           |  | <b>15b</b> |  |
| <b>16</b> | Information with respect to any employers who withdrew from the plan during the preceding plan year:                                                                                                                                                 |  |            |  |
|           | <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                                                                                                             |  | <b>16a</b> |  |
|           | <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....                                                                               |  | <b>16b</b> |  |
| <b>17</b> | 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. .... <input type="checkbox"/> |  |            |  |

|                |                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------|
| <b>Part VI</b> | <b>Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans</b> |
|----------------|---------------------------------------------------------------------------------------------------|

|           |                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>18</b> | 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 ..... <input type="checkbox"/> |
| <b>19</b> | If the total number of participants is 1,000 or more, complete lines (a) through (c)                                                                                                                                                                                                                                                                                                                  |
|           | <b>a</b> Enter the percentage of plan assets held as:<br>Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%                                                                                                                                                                                                                                        |
|           | <b>b</b> Provide the average duration of the combined investment-grade and high-yield debt:<br><input type="checkbox"/> 0-3 years <input type="checkbox"/> 3-6 years <input type="checkbox"/> 6-9 years <input type="checkbox"/> 9-12 years <input type="checkbox"/> 12-15 years <input type="checkbox"/> 15-18 years <input type="checkbox"/> 18-21 years <input type="checkbox"/> 21 years or more  |
|           | <b>c</b> What duration measure was used to calculate line 19(b)?<br><input type="checkbox"/> Effective duration <input type="checkbox"/> Macaulay duration <input type="checkbox"/> Modified duration <input type="checkbox"/> Other (specify): _____                                                                                                                                                 |

|                 |                                 |
|-----------------|---------------------------------|
| <b>Part VII</b> | <b>IRS Compliance Questions</b> |
|-----------------|---------------------------------|

|                                                                                                                                                                                                                                                                                |                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <b>20a</b> Is the plan a 401(k) plan?.....                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No                                       |
| <b>20b</b> If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?.....                                                               | <input type="checkbox"/> Design-based safe harbor method <input type="checkbox"/> ADP/ACP test |
| <b>20c</b> If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))? .....                   | <input type="checkbox"/> Yes <input type="checkbox"/> No                                       |
| <b>21a</b> Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b): .....                                                                                                                                              | <input type="checkbox"/> Ratio percentage test <input type="checkbox"/> Average benefit test   |
| <b>21b</b> Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? .....                                                                           | <input type="checkbox"/> Yes <input type="checkbox"/> No                                       |
| <b>22a</b> Has the plan been timely amended for all required tax law changes?.....                                                                                                                                                                                             | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A          |
| <b>22b</b> Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).                                                                            |                                                                                                |
| <b>22c</b> If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____. |                                                                                                |
| <b>22d</b> If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.                                                                           |                                                                                                |
| <b>23</b> Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)? .....                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                                       |

# **Brake Parts Inc LLC 401(k) Savings Plan**

Financial Report  
December 31, 2015

## Contents

|                                                                |      |
|----------------------------------------------------------------|------|
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| Statement of changes in net assets available for benefits      | 4    |
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| Schedule H, Line 4j – schedule of reportable transactions      | 13   |

**Independent Auditor's Report**

To the Pension Board  
Brake Parts Inc LLC 401(k) Savings Plan  
McHenry, Illinois

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Brake Parts Inc LLC 401(k) Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

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

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2015 and 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Emphasis of Matter**

As discussed in Note 2 to the financial statements, the Plan adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Certain investments are now shown at contract value rather than fair value on the statement of net assets available for benefits. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

**Other Matter**

The supplemental schedules, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions as of or for the year ended December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

*RSM VS LLP*

Schaumburg, Illinois  
October 17, 2016

**Brake Parts Inc LLC 401(k) Savings Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2015 and 2014**

|                                           | 2015                 | 2014                 |
|-------------------------------------------|----------------------|----------------------|
| <b>Assets</b>                             |                      |                      |
| Investments, at fair value:               |                      |                      |
| Shares of registered investment companies | \$ 35,148,624        | \$ 37,238,868        |
| Units of common/collective fund           | 10,571,639           | 11,752,596           |
|                                           | <u>45,720,263</u>    | <u>48,991,464</u>    |
| Receivables:                              |                      |                      |
| Company contributions                     | -                    | 174,183              |
| Participant contributions                 | -                    | 150,920              |
| Notes receivable from participants        | 1,240,845            | 1,581,773            |
|                                           | <u>1,240,845</u>     | <u>1,906,876</u>     |
| <b>Total assets</b>                       | <b>46,961,108</b>    | <b>50,898,340</b>    |
| <b>Liabilities</b>                        | <u>-</u>             | <u>-</u>             |
| <b>Net assets available for benefits</b>  | <b>\$ 46,961,108</b> | <b>\$ 50,898,340</b> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2015

|                                                           |                                        |
|-----------------------------------------------------------|----------------------------------------|
| Additions to net assets attributed to:                    |                                        |
| Investment income:                                        |                                        |
| Net depreciation in fair value of investments             | \$ (650,805)                           |
| Interest and dividends                                    | 797,983                                |
|                                                           | <u>147,178</u>                         |
| <br>Interest income on notes receivable from participants | <br><u>59,023</u>                      |
| <br>Contributions:                                        |                                        |
| Company                                                   | 2,320,308                              |
| Participant                                               | 1,693,507                              |
| Rollovers                                                 | 422,556                                |
|                                                           | <u>4,436,371</u>                       |
| <br><b>Total additions</b>                                | <br><u><b>4,642,572</b></u>            |
| <br>Deductions from net assets attributed to:             |                                        |
| Benefits paid directly to participants                    | 8,553,504                              |
| Administrative expenses                                   | 26,300                                 |
|                                                           | <u>8,579,804</u>                       |
| <br><b>Total deductions</b>                               | <br><u><b>8,579,804</b></u>            |
| <br><b>Net decrease</b>                                   | <br><b>(3,937,232)</b>                 |
| <br>Net assets available for benefits:                    |                                        |
| Beginning of year                                         | <u>50,898,340</u>                      |
| <br><b>End of year</b>                                    | <br><u><u><b>\$ 46,961,108</b></u></u> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

---

#### Note 1. Description of Plan

The following description of the Brake Parts Inc LLC 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan which was established effective January 1, 2013 for the benefit of eligible employees of Brake Parts Inc LLC (the Company).

**Eligibility:** Eligible employees, as defined, are eligible to defer compensation by contributing to the Plan and receive Company matching and profit sharing contributions. Employees enter the Plan on the first of the month following date of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:** Participants are automatically enrolled to make salary deferral contributions of 3 percent of compensation, as defined. Unless a participant changes their deferral election an automatic increase of 1 percent per year will be made until salary deferral contributions reach 6 percent of compensation, as defined. Participants may defer up to 50 percent from eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Company matching contributions may be made at the discretion of the Company. Such amounts are credited among the accounts of participants who have made compensation reductions during the year. In 2015, the Company provided discretionary matching contributions of 50 percent of eligible wages up to 4 percent of employee deferral contributions.

Profit sharing contributions of 3 percent of compensation, as defined, are made at each pay period. Such amounts are allocated to participants based on compensation, as defined.

The plan agreement contains various limitations on the amount of employee and employer contributions to the Plan, in accordance with Sections 401 and 415 of the Internal Revenue Code (IRC). The maximum amount of compensation a participant can defer is \$18,000. Participants age 50 and over may make catch-up contributions up to an additional \$6,000.

**Participant accounts:** Each participant's account is credited with the participant's contributions and Company matching contributions, if any, as well as allocations of the Company's profit sharing contribution and plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100 percent vested after two years of credited service. In the event of death, disability or retirement at designated ages, participants become fully vested.

**Investment options:** Upon enrollment in the Plan, a participant may direct contributions into a variety of investments as more fully described in the Plan's literature. Participants may change their investment options at any time.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Forfeitures:** At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$32,872 and \$14,800, respectively. Forfeitures of terminated participants' nonvested accounts are used to reduce Company contributions or plan expenses. For the year ended December 31, 2015, \$14,800 of forfeitures were used to reduce plan expenses.

**Notes receivable from participants:** Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50 percent of their account balance. Note terms range from 1-5 years, or up to 10 years if used for the purchase of a primary residence. The notes are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1 percent as of the quarter ended prior to the note origination and fixed for the loan term. Interest rates ranged from 4.25 percent to 9.25 percent at December 31, 2015. Principal and interest payments are paid through payroll deductions.

**Payment of benefits:** If a participant terminates for any reason, the Plan provides for benefits to be paid in the form of a lump sum. The Plan also allows for hardship distributions, as defined, and distributions upon the age of 59 ½.

#### Note 2. Significant Accounting Policies

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

**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. The Pension Board determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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 balances plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the plan document surrounding defaults.

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

**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. Fees related to plan administration are charged directly to participant accounts and are included in administrative expenses.

Notes to Financial Statements

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**Note 2. Significant Accounting Policies (Continued)**

**Recent accounting pronouncements:** In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2015. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revisited to reflect the retrospective application of this update. The impact of adopting this update is reflected in Note 4.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)*. The purpose of this update is to simplify plan accounting.

- The amendments in Part I of this update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value; accordingly, there will no longer be an adjustment from fair value to contract value on the face of the financial statements.
- The amendments in Part II of this update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, *Annual Return/Report of Employee Benefit Plan*, as a direct filing entity, disclosure of that investment's strategy will no longer be required
- The amendments in Part III of this update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted amendments in Part I and Part II of this update for the 2015 plan year, and the amendments in Part I and Part II were retrospectively applied to the December 31, 2014. Prior year disclosures in Note 4 have been revised to reflect the retrospective application. The amendments in Part III do not apply to the Plan. The impact of adopting these amendments is reflected in the financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Subsequent events:** The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 17, 2016, the date the financial statements were available to be issued.

#### Note 3. Information Certified and Provided by Wells Fargo Bank, N.A. (Wells Fargo)

The following is a summary of the Plan's asset information as of December 31, 2015 and 2014:

|                                                    | 2015          | 2014          |
|----------------------------------------------------|---------------|---------------|
| Shares of registered investment companies          | \$ 35,148,624 | \$ 37,238,868 |
| Units of common/collective fund, at contract value | 10,571,639    | 11,752,596    |
| Net depreciation in fair value of investments      | (650,805)     |               |
| Interest and dividends                             | 797,983       |               |

#### Note 4. Fair Value Measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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, 2015 and 2014.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

#### Note 4. Fair Value Measurements (Continued)

*Shares of registered investment companies:* Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The shares of registered investment companies held by the Plan are deemed to be actively traded.

*Common/collective trust fund:* Valued at the NAV of units of the common/collective trust fund. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. The 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

|                                            | 2015          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 35,148,624 | \$ -    | \$ -    | \$ 35,148,624        |
| Total assets in fair value hierarchy       | 35,148,624    | -       | -       | 35,148,624           |
| Investment measured at NAV (a)             |               |         |         | 10,571,639           |
| Investments at fair value                  |               |         |         | <u>\$ 45,720,263</u> |

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

|                                            | 2014          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 37,238,868 | \$ -    | \$ -    | \$ 37,238,868        |
| Total assets in fair value hierarchy       | 37,238,868    | -       | -       | 37,238,868           |
| Investment measured at NAV (a)             |               |         |         | 11,752,596           |
| Investments at fair value                  |               |         |         | <u>\$ 48,991,464</u> |

- (a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements (Continued)

The following table sets forth the fair value of investments in certain funds that calculate net asset value per share (or its equivalent) at December 31, 2015:

| Investment                 | Fair Value           |                      | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
|----------------------------|----------------------|----------------------|---------------------|----------------------|--------------------------|
|                            | 2015                 | 2014                 |                     |                      |                          |
| Common/collective fund (a) | <u>\$ 10,571,639</u> | <u>\$ 11,752,596</u> | <u>\$ -</u>         | Daily                | 12 months                |

(a) Wells Fargo Stable Return Fund N seeks to provide current and stable income, while maintaining a stable share value of \$1. The fund invests primarily in investment contracts issued by insurance companies, banks or other financial institutions, including investment contracts backed by high quality fixed income securities. The fund seeks to achieve its objective by diversifying among high credit quality investments and investment contracts which are structured to smooth market gains and losses over time.

#### Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2015, there were no transfers in or out of Level 3.

#### Note 5. Related-Party Transactions

Certain plan investments consist of common/collective funds and registered investment companies managed by Wells Fargo Bank, N.A., the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to the trustee for the year ended December 31, 2015 totaled \$26,300.

Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan. Certain other expenses of the Plan are paid by the Company.

#### Note 6. Plan Termination

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

#### Note 7. Income Tax Status

The Plan adopted the volume submitter profit sharing plan with CODA sponsored by Wells Fargo Bank NA dated March 31, 2014. The prototype plan has received an opinion letter from the Internal Revenue Service (IRS) as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receipt of the opinion letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 7. Income Tax Status (Continued)

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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2012.

#### Note 8. Risks and Uncertainties

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

#### Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2015 and 2014, per the financial statements to Form 5500:

|                                                                                               | 2015                 | 2014                 |
|-----------------------------------------------------------------------------------------------|----------------------|----------------------|
| Net assets available for benefits per the financial statements                                | \$ 46,961,108        | \$ 50,898,340        |
| Participant notes receivable                                                                  | (1,240,845)          | (1,581,773)          |
| Participant loans                                                                             | 1,240,845            | 1,581,773            |
| Units of common/collective fund                                                               | -                    | (164,536)            |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | -                    | 164,536              |
| Net assets available for benefits per Form 5500                                               | <u>\$ 46,961,108</u> | <u>\$ 50,898,340</u> |

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2015, per the financial statements to Form 5500:

|                                                                          | 2015                  |
|--------------------------------------------------------------------------|-----------------------|
| Change in net assets available for benefits per the financial statements | \$ (3,937,232)        |
| Interest income on notes receivable from participants                    | (1,675)               |
| Other income                                                             | (40)                  |
| Benefit payments                                                         | 8                     |
| Certain deemed distributions of participant loans                        | 1,707                 |
| Change in net assets available for benefits per Form 5500                | <u>\$ (3,937,232)</u> |

## **Supplemental Schedule**

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

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

**December 31, 2015**

| (a)                                               | (b) Identity of issue, borrower,<br>lessor or similar party | (c) Description of investment, including maturity date,<br>rate of interest, par or maturity value | (d) Cost | (e) Current<br>value |
|---------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------|----------|----------------------|
| <b>Units of common/collective fund:</b>           |                                                             |                                                                                                    |          |                      |
| *                                                 | Wells Fargo                                                 | Wells Fargo Stable Return Fund N                                                                   | **       | \$ 10,571,639        |
| <b>Shares of registered investment companies:</b> |                                                             |                                                                                                    |          |                      |
|                                                   | Columbia                                                    | Columbia Contrarian Core-R5                                                                        | **       | 8,978,547            |
|                                                   | Dodge & Cox                                                 | Dodge & Cox International Stock Fund                                                               | **       | 1,218,073            |
|                                                   | Dreyfus                                                     | Dreyfus Opp Midcap Value-I                                                                         | **       | 655,254              |
|                                                   | First Eagle                                                 | First Eagle Global-A                                                                               | **       | 21,272               |
|                                                   | Harding Loevner                                             | Harding Loevner Inst EM Fund PRT-I                                                                 | **       | 9,065                |
|                                                   | JPMorgan                                                    | JPMorgan US Small Comp-Inst                                                                        | **       | 436,737              |
|                                                   | Oakmark                                                     | Oakmark International Small Cap Fund                                                               | **       | 13,980               |
|                                                   | T. Rowe Price                                               | T Rowe Price Ext EQ MKT Index                                                                      | **       | 505,001              |
|                                                   | Vanguard                                                    | Vanguard FTSE AW EX-US-ADM                                                                         | **       | 663,442              |
|                                                   | Vanguard                                                    | Vanguard Small Cap Index Fund-ADM                                                                  | **       | 134,116              |
|                                                   | BlackRock                                                   | Blackrock Strat Inc Opp-Ins                                                                        | **       | 192,973              |
|                                                   | BlackRock                                                   | Blackrock Global Allocation Fund Institutional Shares                                              | **       | 1,466                |
|                                                   | TCW Galileo                                                 | TCW Galileo Core Fixed Inc-I                                                                       | **       | 1,701,488            |
|                                                   | Templeton                                                   | Templeton Global Bond Fund-Adv                                                                     | **       | 159,421              |
|                                                   | Vanguard                                                    | Vanguard Short Term- Invest Grd                                                                    | **       | 178,592              |
|                                                   | FPA                                                         | FPA Crescent Fund                                                                                  | **       | 54,008               |
|                                                   | Vanguard                                                    | Vanguard Target Retirement Fund                                                                    | **       | 492,300              |
|                                                   | Vanguard                                                    | Vanguard 500 Index Fund Investor Shares                                                            | **       | 4,173,524            |
|                                                   | Vanguard                                                    | Vanguard Inflation-Protected Securities Fund Inv Shares                                            | **       | 275,961              |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2010 Fund                                                               | **       | 37,737               |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2015 Fund                                                               | **       | 1,459,697            |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2020 Fund                                                               | **       | 1,906,918            |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2025 Fund                                                               | **       | 1,999,746            |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2030 Fund                                                               | **       | 878,162              |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2035 Fund                                                               | **       | 1,035,288            |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2040 Fund                                                               | **       | 713,490              |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2045 Fund                                                               | **       | 480,266              |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2050 Fund                                                               | **       | 101,405              |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2055 Fund                                                               | **       | 163,310              |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2060 Fund                                                               | **       | 38,635               |
|                                                   | Vanguard                                                    | Vanguard Wellington Fund Investor Shares                                                           | **       | 6,198,221            |
| *                                                 | Wells Fargo                                                 | WF Adv Cash Inv Fund                                                                               | **       | 270,529              |
|                                                   |                                                             |                                                                                                    |          | 35,148,624           |
|                                                   |                                                             |                                                                                                    |          |                      |
| *                                                 | Participants                                                | Participant loans (interest rates<br>range from 4.25% to 9.25%)                                    | **       | 1,240,845            |
|                                                   |                                                             |                                                                                                    |          | \$ 46,961,108        |

\* Indicates a party-in-interest investment.

\*\* Cost information not required for participant-directed investments.

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

**Schedule H, Line 4j - Schedule of Reportable Transactions**

**Year Ended December 31, 2015**

|                                                  |  | (a) Identity of<br>party involved | (b) Description of assets        | Number of<br>Transactions | (c) Purchase<br>price | (d) Selling<br>price | (f) Expenses<br>incurred with<br>transaction | (g) Cost<br>of asset | (h) Current<br>value<br>of asset on<br>transaction<br>date | (i) Net gain<br>or (loss) |
|--------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------|-----------------------|----------------------|----------------------------------------------|----------------------|------------------------------------------------------------|---------------------------|
| Series of Transactions by Issue in Excess of 5%: |  | Wells Fargo                       | Wells Fargo Stable Return Fund N | 123                       | \$ -                  | \$ 3,345,314         | \$ -                                         | \$ 3,304,044         | \$ 3,345,314                                               | \$ 41,270                 |

The above information has been certified by Wells Fargo Bank, N.A., the trustee of the Plan, as complete and accurate.

# **Brake Parts Inc LLC 401(k) Savings Plan**

Financial Report  
December 31, 2015

## Contents

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**Independent Auditor's Report**

To the Pension Board  
Brake Parts Inc LLC 401(k) Savings Plan  
McHenry, Illinois

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Brake Parts Inc LLC 401(k) Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

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

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2015 and 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Emphasis of Matter**

As discussed in Note 2 to the financial statements, the Plan adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Certain investments are now shown at contract value rather than fair value on the statement of net assets available for benefits. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

**Other Matter**

The supplemental schedules, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions as of or for the year ended December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

*RSM VS LLP*

Schaumburg, Illinois  
October 17, 2016

**Brake Parts Inc LLC 401(k) Savings Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2015 and 2014**

|                                           | <b>2015</b>          | <b>2014</b>          |
|-------------------------------------------|----------------------|----------------------|
| <b>Assets</b>                             |                      |                      |
| Investments, at fair value:               |                      |                      |
| Shares of registered investment companies | <b>\$ 35,148,624</b> | <b>\$ 37,238,868</b> |
| Units of common/collective fund           | <b>10,571,639</b>    | <b>11,752,596</b>    |
|                                           | <b>45,720,263</b>    | <b>48,991,464</b>    |
| Receivables:                              |                      |                      |
| Company contributions                     | -                    | 174,183              |
| Participant contributions                 | -                    | 150,920              |
| Notes receivable from participants        | <b>1,240,845</b>     | <b>1,581,773</b>     |
|                                           | <b>1,240,845</b>     | <b>1,906,876</b>     |
| <b>Total assets</b>                       | <b>46,961,108</b>    | <b>50,898,340</b>    |
| <b>Liabilities</b>                        | -                    | -                    |
| <b>Net assets available for benefits</b>  | <b>\$ 46,961,108</b> | <b>\$ 50,898,340</b> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2015

|                                                           |                                        |
|-----------------------------------------------------------|----------------------------------------|
| Additions to net assets attributed to:                    |                                        |
| Investment income:                                        |                                        |
| Net depreciation in fair value of investments             | \$ (650,805)                           |
| Interest and dividends                                    | 797,983                                |
|                                                           | <u>147,178</u>                         |
| <br>Interest income on notes receivable from participants | <br><u>59,023</u>                      |
| <br>Contributions:                                        |                                        |
| Company                                                   | 2,320,308                              |
| Participant                                               | 1,693,507                              |
| Rollovers                                                 | 422,556                                |
|                                                           | <u>4,436,371</u>                       |
| <br><b>Total additions</b>                                | <br><u><b>4,642,572</b></u>            |
| <br>Deductions from net assets attributed to:             |                                        |
| Benefits paid directly to participants                    | 8,553,504                              |
| Administrative expenses                                   | 26,300                                 |
|                                                           | <u>8,579,804</u>                       |
| <br><b>Total deductions</b>                               | <br><u><b>8,579,804</b></u>            |
| <br><b>Net decrease</b>                                   | <br><b>(3,937,232)</b>                 |
| <br>Net assets available for benefits:                    |                                        |
| Beginning of year                                         | <u>50,898,340</u>                      |
| <br><b>End of year</b>                                    | <br><u><u><b>\$ 46,961,108</b></u></u> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Description of Plan

The following description of the Brake Parts Inc LLC 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan which was established effective January 1, 2013 for the benefit of eligible employees of Brake Parts Inc LLC (the Company).

**Eligibility:** Eligible employees, as defined, are eligible to defer compensation by contributing to the Plan and receive Company matching and profit sharing contributions. Employees enter the Plan on the first of the month following date of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:** Participants are automatically enrolled to make salary deferral contributions of 3 percent of compensation, as defined. Unless a participant changes their deferral election an automatic increase of 1 percent per year will be made until salary deferral contributions reach 6 percent of compensation, as defined. Participants may defer up to 50 percent from eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Company matching contributions may be made at the discretion of the Company. Such amounts are credited among the accounts of participants who have made compensation reductions during the year. In 2015, the Company provided discretionary matching contributions of 50 percent of eligible wages up to 4 percent of employee deferral contributions.

Profit sharing contributions of 3 percent of compensation, as defined, are made at each pay period. Such amounts are allocated to participants based on compensation, as defined.

The plan agreement contains various limitations on the amount of employee and employer contributions to the Plan, in accordance with Sections 401 and 415 of the Internal Revenue Code (IRC). The maximum amount of compensation a participant can defer is \$18,000. Participants age 50 and over may make catch-up contributions up to an additional \$6,000.

**Participant accounts:** Each participant's account is credited with the participant's contributions and Company matching contributions, if any, as well as allocations of the Company's profit sharing contribution and plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100 percent vested after two years of credited service. In the event of death, disability or retirement at designated ages, participants become fully vested.

**Investment options:** Upon enrollment in the Plan, a participant may direct contributions into a variety of investments as more fully described in the Plan's literature. Participants may change their investment options at any time.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Forfeitures:** At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$32,872 and \$14,800, respectively. Forfeitures of terminated participants' nonvested accounts are used to reduce Company contributions or plan expenses. For the year ended December 31, 2015, \$14,800 of forfeitures were used to reduce plan expenses.

**Notes receivable from participants:** Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50 percent of their account balance. Note terms range from 1-5 years, or up to 10 years if used for the purchase of a primary residence. The notes are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1 percent as of the quarter ended prior to the note origination and fixed for the loan term. Interest rates ranged from 4.25 percent to 9.25 percent at December 31, 2015. Principal and interest payments are paid through payroll deductions.

**Payment of benefits:** If a participant terminates for any reason, the Plan provides for benefits to be paid in the form of a lump sum. The Plan also allows for hardship distributions, as defined, and distributions upon the age of 59 ½.

#### Note 2. Significant Accounting Policies

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

**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. The Pension Board determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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 balances plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the plan document surrounding defaults.

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

**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. Fees related to plan administration are charged directly to participant accounts and are included in administrative expenses.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Recent accounting pronouncements:** In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2015. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revisited to reflect the retrospective application of this update. The impact of adopting this update is reflected in Note 4.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)*. The purpose of this update is to simplify plan accounting.

- The amendments in Part I of this update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value; accordingly, there will no longer be an adjustment from fair value to contract value on the face of the financial statements.
- The amendments in Part II of this update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, *Annual Return/Report of Employee Benefit Plan*, as a direct filing entity, disclosure of that investment's strategy will no longer be required.
- The amendments in Part III of this update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted amendments in Part I and Part II of this update for the 2015 plan year, and the amendments in Part I and Part II were retrospectively applied to the December 31, 2014. Prior year disclosures in Note 4 have been revised to reflect the retrospective application. The amendments in Part III do not apply to the Plan. The impact of adopting these amendments is reflected in the financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Subsequent events:** The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 17, 2016, the date the financial statements were available to be issued.

#### Note 3. Information Certified and Provided by Wells Fargo Bank, N.A. (Wells Fargo)

The following is a summary of the Plan's asset information as of December 31, 2015 and 2014:

|                                                    | 2015          | 2014          |
|----------------------------------------------------|---------------|---------------|
| Shares of registered investment companies          | \$ 35,148,624 | \$ 37,238,868 |
| Units of common/collective fund, at contract value | 10,571,639    | 11,752,596    |
| Net depreciation in fair value of investments      | (650,805)     |               |
| Interest and dividends                             | 797,983       |               |

#### Note 4. Fair Value Measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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, 2015 and 2014.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

#### Note 4. Fair Value Measurements (Continued)

*Shares of registered investment companies:* Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The shares of registered investment companies held by the Plan are deemed to be actively traded.

*Common/collective trust fund:* Valued at the NAV of units of the common/collective trust fund. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. The 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

|                                            | 2015          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 35,148,624 | \$ -    | \$ -    | \$ 35,148,624        |
| Total assets in fair value hierarchy       | 35,148,624    | -       | -       | 35,148,624           |
| Investment measured at NAV (a)             |               |         |         | 10,571,639           |
| Investments at fair value                  |               |         |         | <u>\$ 45,720,263</u> |

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

|                                            | 2014          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 37,238,868 | \$ -    | \$ -    | \$ 37,238,868        |
| Total assets in fair value hierarchy       | 37,238,868    | -       | -       | 37,238,868           |
| Investment measured at NAV (a)             |               |         |         | 11,752,596           |
| Investments at fair value                  |               |         |         | <u>\$ 48,991,464</u> |

- (a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements (Continued)

The following table sets forth the fair value of investments in certain funds that calculate net asset value per share (or its equivalent) at December 31, 2015:

| Investment                 | Fair Value           |                      | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
|----------------------------|----------------------|----------------------|---------------------|----------------------|--------------------------|
|                            | 2015                 | 2014                 |                     |                      |                          |
| Common/collective fund (a) | <u>\$ 10,571,639</u> | <u>\$ 11,752,596</u> | <u>\$ -</u>         | Daily                | 12 months                |

(a) Wells Fargo Stable Return Fund N seeks to provide current and stable income, while maintaining a stable share value of \$1. The fund invests primarily in investment contracts issued by insurance companies, banks or other financial institutions, including investment contracts backed by high quality fixed income securities. The fund seeks to achieve its objective by diversifying among high credit quality investments and investment contracts which are structured to smooth market gains and losses over time.

#### Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2015, there were no transfers in or out of Level 3.

#### Note 5. Related-Party Transactions

Certain plan investments consist of common/collective funds and registered investment companies managed by Wells Fargo Bank, N.A., the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to the trustee for the year ended December 31, 2015 totaled \$26,300.

Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan. Certain other expenses of the Plan are paid by the Company.

#### Note 6. Plan Termination

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

#### Note 7. Income Tax Status

The Plan adopted the volume submitter profit sharing plan with CODA sponsored by Wells Fargo Bank NA dated March 31, 2014. The prototype plan has received an opinion letter from the Internal Revenue Service (IRS) as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receipt of the opinion letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 7. Income Tax Status (Continued)

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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2012.

#### Note 8. Risks and Uncertainties

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

#### Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2015 and 2014, per the financial statements to Form 5500:

|                                                                                               | 2015                 | 2014                 |
|-----------------------------------------------------------------------------------------------|----------------------|----------------------|
| Net assets available for benefits per the financial statements                                | \$ 46,961,108        | \$ 50,898,340        |
| Participant notes receivable                                                                  | (1,240,845)          | (1,581,773)          |
| Participant loans                                                                             | 1,240,845            | 1,581,773            |
| Units of common/collective fund                                                               | -                    | (164,536)            |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | -                    | 164,536              |
| Net assets available for benefits per Form 5500                                               | <u>\$ 46,961,108</u> | <u>\$ 50,898,340</u> |

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2015, per the financial statements to Form 5500:

|                                                                          | 2015                  |
|--------------------------------------------------------------------------|-----------------------|
| Change in net assets available for benefits per the financial statements | \$ (3,937,232)        |
| Interest income on notes receivable from participants                    | (1,675)               |
| Other income                                                             | (40)                  |
| Benefit payments                                                         | 8                     |
| Certain deemed distributions of participant loans                        | 1,707                 |
| Change in net assets available for benefits per Form 5500                | <u>\$ (3,937,232)</u> |

## **Supplemental Schedule**

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

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

**December 31, 2015**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment, including maturity date, rate of interest, par or maturity value | (d) Cost | (e) Current value           |
|-----|----------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------|-----------------------------|
|     | <b>Units of common/collective fund:</b>                  |                                                                                                 |          |                             |
| *   | Wells Fargo                                              | Wells Fargo Stable Return Fund N                                                                | **       | <u>\$ 10,571,639</u>        |
|     | <b>Shares of registered investment companies:</b>        |                                                                                                 |          |                             |
|     | Columbia                                                 | Columbia Contrarian Core-R5                                                                     | **       | 8,978,547                   |
|     | Dodge & Cox                                              | Dodge & Cox International Stock Fund                                                            | **       | 1,218,073                   |
|     | Dreyfus                                                  | Dreyfus Opp Midcap Value-I                                                                      | **       | 655,254                     |
|     | First Eagle                                              | First Eagle Global-A                                                                            | **       | 21,272                      |
|     | Harding Loevner                                          | Harding Loevner Inst EM Fund PRT-I                                                              | **       | 9,065                       |
|     | JPMorgan                                                 | JPMorgan US Small Comp-Inst                                                                     | **       | 436,737                     |
|     | Oakmark                                                  | Oakmark International Small Cap Fund                                                            | **       | 13,980                      |
|     | T. Rowe Price                                            | T Rowe Price Ext EQ MKT Index                                                                   | **       | 505,001                     |
|     | Vanguard                                                 | Vanguard FTSE AW EX-US-ADM                                                                      | **       | 663,442                     |
|     | Vanguard                                                 | Vanguard Small Cap Index Fund-ADM                                                               | **       | 134,116                     |
|     | BlackRock                                                | Blackrock Strat Inc Opp-Ins                                                                     | **       | 192,973                     |
|     | BlackRock                                                | Blackrock Global Allocation Fund Institutional Shares                                           | **       | 1,466                       |
|     | TCW Galileo                                              | TCW Galileo Core Fixed Inc-I                                                                    | **       | 1,701,488                   |
|     | Templeton                                                | Templeton Global Bond Fund-Adv                                                                  | **       | 159,421                     |
|     | Vanguard                                                 | Vanguard Short Term- Invest Grd                                                                 | **       | 178,592                     |
|     | FPA                                                      | FPA Crescent Fund                                                                               | **       | 54,008                      |
|     | Vanguard                                                 | Vanguard Target Retirement Fund                                                                 | **       | 492,300                     |
|     | Vanguard                                                 | Vanguard 500 Index Fund Investor Shares                                                         | **       | 4,173,524                   |
|     | Vanguard                                                 | Vanguard Inflation-Protected Securities Fund Inv Shares                                         | **       | 275,961                     |
|     | Vanguard                                                 | Vanguard Target Retirement 2010 Fund                                                            | **       | 37,737                      |
|     | Vanguard                                                 | Vanguard Target Retirement 2015 Fund                                                            | **       | 1,459,697                   |
|     | Vanguard                                                 | Vanguard Target Retirement 2020 Fund                                                            | **       | 1,906,918                   |
|     | Vanguard                                                 | Vanguard Target Retirement 2025 Fund                                                            | **       | 1,999,746                   |
|     | Vanguard                                                 | Vanguard Target Retirement 2030 Fund                                                            | **       | 878,162                     |
|     | Vanguard                                                 | Vanguard Target Retirement 2035 Fund                                                            | **       | 1,035,288                   |
|     | Vanguard                                                 | Vanguard Target Retirement 2040 Fund                                                            | **       | 713,490                     |
|     | Vanguard                                                 | Vanguard Target Retirement 2045 Fund                                                            | **       | 480,266                     |
|     | Vanguard                                                 | Vanguard Target Retirement 2050 Fund                                                            | **       | 101,405                     |
|     | Vanguard                                                 | Vanguard Target Retirement 2055 Fund                                                            | **       | 163,310                     |
|     | Vanguard                                                 | Vanguard Target Retirement 2060 Fund                                                            | **       | 38,635                      |
|     | Vanguard                                                 | Vanguard Wellington Fund Investor Shares                                                        | **       | 6,198,221                   |
| *   | Wells Fargo                                              | WF Adv Cash Inv Fund                                                                            | **       | <u>270,529</u>              |
|     |                                                          |                                                                                                 |          | <u>35,148,624</u>           |
|     |                                                          |                                                                                                 |          |                             |
| *   | Participants                                             | Participant loans (interest rates range from 4.25% to 9.25%)                                    | **       | <u>1,240,845</u>            |
|     |                                                          |                                                                                                 |          | <u><u>\$ 46,961,108</u></u> |

\* Indicates a party-in-interest investment.

\*\* Cost information not required for participant-directed investments.

Brake Parts Inc LLC 401(k) Savings Plan

Plan Number: 001

FEIN: 06-1248287

Schedule H, Line 4j - Schedule of Reportable Transactions

Year Ended December 31, 2015

|                                                  |  | (a) Identity of<br>party involved | (b) Description of assets        | Number of<br>Transactions | (c) Purchase<br>price | (d) Selling<br>price | (f) Expenses<br>incurred with<br>transaction | (g) Cost<br>of asset | (h) Current<br>value<br>of asset on<br>transaction<br>date | (i) Net gain<br>or (loss) |
|--------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------|-----------------------|----------------------|----------------------------------------------|----------------------|------------------------------------------------------------|---------------------------|
| Series of Transactions by Issue in Excess of 5%: |  | Wells Fargo                       | Wells Fargo Stable Return Fund N | 123                       | \$ -                  | \$ 3,345,314         | \$ -                                         | \$ 3,304,044         | \$ 3,345,314                                               | \$ 41,270                 |

The above information has been certified by Wells Fargo Bank, N.A., the trustee of the Plan, as complete and accurate.

# **Brake Parts Inc LLC 401(k) Savings Plan**

Financial Report  
December 31, 2015

## Contents

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**Independent Auditor's Report**

To the Pension Board  
Brake Parts Inc LLC 401(k) Savings Plan  
McHenry, Illinois

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Brake Parts Inc LLC 401(k) Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

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

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2015 and 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Emphasis of Matter**

As discussed in Note 2 to the financial statements, the Plan adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Certain investments are now shown at contract value rather than fair value on the statement of net assets available for benefits. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

**Other Matter**

The supplemental schedules, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions as of or for the year ended December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

*RSM VS LLP*

Schaumburg, Illinois  
October 17, 2016

**Brake Parts Inc LLC 401(k) Savings Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2015 and 2014**

|                                           | 2015                 | 2014                 |
|-------------------------------------------|----------------------|----------------------|
| <b>Assets</b>                             |                      |                      |
| Investments, at fair value:               |                      |                      |
| Shares of registered investment companies | \$ 35,148,624        | \$ 37,238,868        |
| Units of common/collective fund           | 10,571,639           | 11,752,596           |
|                                           | <u>45,720,263</u>    | <u>48,991,464</u>    |
| Receivables:                              |                      |                      |
| Company contributions                     | -                    | 174,183              |
| Participant contributions                 | -                    | 150,920              |
| Notes receivable from participants        | 1,240,845            | 1,581,773            |
|                                           | <u>1,240,845</u>     | <u>1,906,876</u>     |
| <b>Total assets</b>                       | <b>46,961,108</b>    | <b>50,898,340</b>    |
| <b>Liabilities</b>                        | <u>-</u>             | <u>-</u>             |
| <b>Net assets available for benefits</b>  | <b>\$ 46,961,108</b> | <b>\$ 50,898,340</b> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2015

|                                                       |                             |
|-------------------------------------------------------|-----------------------------|
| Additions to net assets attributed to:                |                             |
| Investment income:                                    |                             |
| Net depreciation in fair value of investments         | \$ (650,805)                |
| Interest and dividends                                | 797,983                     |
|                                                       | <u>147,178</u>              |
| Interest income on notes receivable from participants | <u>59,023</u>               |
| Contributions:                                        |                             |
| Company                                               | 2,320,308                   |
| Participant                                           | 1,693,507                   |
| Rollovers                                             | 422,556                     |
|                                                       | <u>4,436,371</u>            |
| <b>Total additions</b>                                | <u>4,642,572</u>            |
| Deductions from net assets attributed to:             |                             |
| Benefits paid directly to participants                | 8,553,504                   |
| Administrative expenses                               | 26,300                      |
|                                                       | <u>8,579,804</u>            |
| <b>Total deductions</b>                               | <u>8,579,804</u>            |
| <b>Net decrease</b>                                   | (3,937,232)                 |
| Net assets available for benefits:                    |                             |
| Beginning of year                                     | <u>50,898,340</u>           |
| <b>End of year</b>                                    | <u><u>\$ 46,961,108</u></u> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Description of Plan

The following description of the Brake Parts Inc LLC 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan which was established effective January 1, 2013 for the benefit of eligible employees of Brake Parts Inc LLC (the Company).

**Eligibility:** Eligible employees, as defined, are eligible to defer compensation by contributing to the Plan and receive Company matching and profit sharing contributions. Employees enter the Plan on the first of the month following date of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:** Participants are automatically enrolled to make salary deferral contributions of 3 percent of compensation, as defined. Unless a participant changes their deferral election an automatic increase of 1 percent per year will be made until salary deferral contributions reach 6 percent of compensation, as defined. Participants may defer up to 50 percent from eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Company matching contributions may be made at the discretion of the Company. Such amounts are credited among the accounts of participants who have made compensation reductions during the year. In 2015, the Company provided discretionary matching contributions of 50 percent of eligible wages up to 4 percent of employee deferral contributions.

Profit sharing contributions of 3 percent of compensation, as defined, are made at each pay period. Such amounts are allocated to participants based on compensation, as defined.

The plan agreement contains various limitations on the amount of employee and employer contributions to the Plan, in accordance with Sections 401 and 415 of the Internal Revenue Code (IRC). The maximum amount of compensation a participant can defer is \$18,000. Participants age 50 and over may make catch-up contributions up to an additional \$6,000.

**Participant accounts:** Each participant's account is credited with the participant's contributions and Company matching contributions, if any, as well as allocations of the Company's profit sharing contribution and plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100 percent vested after two years of credited service. In the event of death, disability or retirement at designated ages, participants become fully vested.

**Investment options:** Upon enrollment in the Plan, a participant may direct contributions into a variety of investments as more fully described in the Plan's literature. Participants may change their investment options at any time.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Forfeitures:** At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$32,872 and \$14,800, respectively. Forfeitures of terminated participants' nonvested accounts are used to reduce Company contributions or plan expenses. For the year ended December 31, 2015, \$14,800 of forfeitures were used to reduce plan expenses.

**Notes receivable from participants:** Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50 percent of their account balance. Note terms range from 1-5 years, or up to 10 years if used for the purchase of a primary residence. The notes are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1 percent as of the quarter ended prior to the note origination and fixed for the loan term. Interest rates ranged from 4.25 percent to 9.25 percent at December 31, 2015. Principal and interest payments are paid through payroll deductions.

**Payment of benefits:** If a participant terminates for any reason, the Plan provides for benefits to be paid in the form of a lump sum. The Plan also allows for hardship distributions, as defined, and distributions upon the age of 59 ½.

#### Note 2. Significant Accounting Policies

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

**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. The Pension Board determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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 balances plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the plan document surrounding defaults.

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

**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. Fees related to plan administration are charged directly to participant accounts and are included in administrative expenses.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Recent accounting pronouncements:** In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2015. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revisited to reflect the retrospective application of this update. The impact of adopting this update is reflected in Note 4.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)*. The purpose of this update is to simplify plan accounting.

- The amendments in Part I of this update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value; accordingly, there will no longer be an adjustment from fair value to contract value on the face of the financial statements.
- The amendments in Part II of this update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, *Annual Return/Report of Employee Benefit Plan*, as a direct filing entity, disclosure of that investment's strategy will no longer be required.
- The amendments in Part III of this update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted amendments in Part I and Part II of this update for the 2015 plan year, and the amendments in Part I and Part II were retrospectively applied to the December 31, 2014. Prior year disclosures in Note 4 have been revised to reflect the retrospective application. The amendments in Part III do not apply to the Plan. The impact of adopting these amendments is reflected in the financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Subsequent events:** The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 17, 2016, the date the financial statements were available to be issued.

#### Note 3. Information Certified and Provided by Wells Fargo Bank, N.A. (Wells Fargo)

The following is a summary of the Plan's asset information as of December 31, 2015 and 2014:

|                                                    | 2015          | 2014          |
|----------------------------------------------------|---------------|---------------|
| Shares of registered investment companies          | \$ 35,148,624 | \$ 37,238,868 |
| Units of common/collective fund, at contract value | 10,571,639    | 11,752,596    |
| Net depreciation in fair value of investments      | (650,805)     |               |
| Interest and dividends                             | 797,983       |               |

#### Note 4. Fair Value Measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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, 2015 and 2014.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

#### Note 4. Fair Value Measurements (Continued)

*Shares of registered investment companies:* Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The shares of registered investment companies held by the Plan are deemed to be actively traded.

*Common/collective trust fund:* Valued at the NAV of units of the common/collective trust fund. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. The 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

|                                            | 2015          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 35,148,624 | \$ -    | \$ -    | \$ 35,148,624        |
| Total assets in fair value hierarchy       | 35,148,624    | -       | -       | 35,148,624           |
| Investment measured at NAV (a)             |               |         |         | 10,571,639           |
| Investments at fair value                  |               |         |         | <u>\$ 45,720,263</u> |

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

|                                            | 2014          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 37,238,868 | \$ -    | \$ -    | \$ 37,238,868        |
| Total assets in fair value hierarchy       | 37,238,868    | -       | -       | 37,238,868           |
| Investment measured at NAV (a)             |               |         |         | 11,752,596           |
| Investments at fair value                  |               |         |         | <u>\$ 48,991,464</u> |

- (a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements (Continued)

The following table sets forth the fair value of investments in certain funds that calculate net asset value per share (or its equivalent) at December 31, 2015:

| Investment                 | Fair Value           |                      | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
|----------------------------|----------------------|----------------------|---------------------|----------------------|--------------------------|
|                            | 2015                 | 2014                 |                     |                      |                          |
| Common/collective fund (a) | <u>\$ 10,571,639</u> | <u>\$ 11,752,596</u> | <u>\$ -</u>         | Daily                | 12 months                |

(a) Wells Fargo Stable Return Fund N seeks to provide current and stable income, while maintaining a stable share value of \$1. The fund invests primarily in investment contracts issued by insurance companies, banks or other financial institutions, including investment contracts backed by high quality fixed income securities. The fund seeks to achieve its objective by diversifying among high credit quality investments and investment contracts which are structured to smooth market gains and losses over time.

#### Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2015, there were no transfers in or out of Level 3.

#### Note 5. Related-Party Transactions

Certain plan investments consist of common/collective funds and registered investment companies managed by Wells Fargo Bank, N.A., the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to the trustee for the year ended December 31, 2015 totaled \$26,300.

Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan. Certain other expenses of the Plan are paid by the Company.

#### Note 6. Plan Termination

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

#### Note 7. Income Tax Status

The Plan adopted the volume submitter profit sharing plan with CODA sponsored by Wells Fargo Bank NA dated March 31, 2014. The prototype plan has received an opinion letter from the Internal Revenue Service (IRS) as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receipt of the opinion letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 7. Income Tax Status (Continued)

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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2012.

#### Note 8. Risks and Uncertainties

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

#### Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2015 and 2014, per the financial statements to Form 5500:

|                                                                                               | 2015                 | 2014                 |
|-----------------------------------------------------------------------------------------------|----------------------|----------------------|
| Net assets available for benefits per the financial statements                                | \$ 46,961,108        | \$ 50,898,340        |
| Participant notes receivable                                                                  | (1,240,845)          | (1,581,773)          |
| Participant loans                                                                             | 1,240,845            | 1,581,773            |
| Units of common/collective fund                                                               | -                    | (164,536)            |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | -                    | 164,536              |
| Net assets available for benefits per Form 5500                                               | <u>\$ 46,961,108</u> | <u>\$ 50,898,340</u> |

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2015, per the financial statements to Form 5500:

|                                                                          | 2015                  |
|--------------------------------------------------------------------------|-----------------------|
| Change in net assets available for benefits per the financial statements | \$ (3,937,232)        |
| Interest income on notes receivable from participants                    | (1,675)               |
| Other income                                                             | (40)                  |
| Benefit payments                                                         | 8                     |
| Certain deemed distributions of participant loans                        | 1,707                 |
| Change in net assets available for benefits per Form 5500                | <u>\$ (3,937,232)</u> |

## **Supplemental Schedule**

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

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

**December 31, 2015**

| (a)                                               | (b) Identity of issue, borrower,<br>lessor or similar party | (c) Description of investment, including maturity date,<br>rate of interest, par or maturity value | (d) Cost | (e) Current<br>value        |
|---------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------|----------|-----------------------------|
| <b>Units of common/collective fund:</b>           |                                                             |                                                                                                    |          |                             |
| *                                                 | Wells Fargo                                                 | Wells Fargo Stable Return Fund N                                                                   | **       | <u>\$ 10,571,639</u>        |
| <b>Shares of registered investment companies:</b> |                                                             |                                                                                                    |          |                             |
|                                                   | Columbia                                                    | Columbia Contrarian Core-R5                                                                        | **       | 8,978,547                   |
|                                                   | Dodge & Cox                                                 | Dodge & Cox International Stock Fund                                                               | **       | 1,218,073                   |
|                                                   | Dreyfus                                                     | Dreyfus Opp Midcap Value-I                                                                         | **       | 655,254                     |
|                                                   | First Eagle                                                 | First Eagle Global-A                                                                               | **       | 21,272                      |
|                                                   | Harding Loevner                                             | Harding Loevner Inst EM Fund PRT-I                                                                 | **       | 9,065                       |
|                                                   | JPMorgan                                                    | JPMorgan US Small Comp-Inst                                                                        | **       | 436,737                     |
|                                                   | Oakmark                                                     | Oakmark International Small Cap Fund                                                               | **       | 13,980                      |
|                                                   | T. Rowe Price                                               | T Rowe Price Ext EQ MKT Index                                                                      | **       | 505,001                     |
|                                                   | Vanguard                                                    | Vanguard FTSE AW EX-US-ADM                                                                         | **       | 663,442                     |
|                                                   | Vanguard                                                    | Vanguard Small Cap Index Fund-ADM                                                                  | **       | 134,116                     |
|                                                   | BlackRock                                                   | Blackrock Strat Inc Opp-Ins                                                                        | **       | 192,973                     |
|                                                   | BlackRock                                                   | Blackrock Global Allocation Fund Institutional Shares                                              | **       | 1,466                       |
|                                                   | TCW Galileo                                                 | TCW Galileo Core Fixed Inc-I                                                                       | **       | 1,701,488                   |
|                                                   | Templeton                                                   | Templeton Global Bond Fund-Adv                                                                     | **       | 159,421                     |
|                                                   | Vanguard                                                    | Vanguard Short Term- Invest Grd                                                                    | **       | 178,592                     |
|                                                   | FPA                                                         | FPA Crescent Fund                                                                                  | **       | 54,008                      |
|                                                   | Vanguard                                                    | Vanguard Target Retirement Fund                                                                    | **       | 492,300                     |
|                                                   | Vanguard                                                    | Vanguard 500 Index Fund Investor Shares                                                            | **       | 4,173,524                   |
|                                                   | Vanguard                                                    | Vanguard Inflation-Protected Securities Fund Inv Shares                                            | **       | 275,961                     |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2010 Fund                                                               | **       | 37,737                      |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2015 Fund                                                               | **       | 1,459,697                   |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2020 Fund                                                               | **       | 1,906,918                   |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2025 Fund                                                               | **       | 1,999,746                   |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2030 Fund                                                               | **       | 878,162                     |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2035 Fund                                                               | **       | 1,035,288                   |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2040 Fund                                                               | **       | 713,490                     |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2045 Fund                                                               | **       | 480,266                     |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2050 Fund                                                               | **       | 101,405                     |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2055 Fund                                                               | **       | 163,310                     |
|                                                   | Vanguard                                                    | Vanguard Target Retirement 2060 Fund                                                               | **       | 38,635                      |
|                                                   | Vanguard                                                    | Vanguard Wellington Fund Investor Shares                                                           | **       | 6,198,221                   |
| *                                                 | Wells Fargo                                                 | WF Adv Cash Inv Fund                                                                               | **       | <u>270,529</u>              |
|                                                   |                                                             |                                                                                                    |          | <u>35,148,624</u>           |
|                                                   |                                                             |                                                                                                    |          |                             |
| *                                                 | Participants                                                | Participant loans (interest rates<br>range from 4.25% to 9.25%)                                    | **       | <u>1,240,845</u>            |
|                                                   |                                                             |                                                                                                    |          | <u><u>\$ 46,961,108</u></u> |

\* Indicates a party-in-interest investment.

\*\* Cost information not required for participant-directed investments.

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

**Schedule H, Line 4j - Schedule of Reportable Transactions**

**Year Ended December 31, 2015**

|                                                  |  | (a) Identity of<br>party involved | (b) Description of assets        | Number of<br>Transactions | (c) Purchase<br>price | (d) Selling<br>price | (f) Expenses<br>incurred with<br>transaction | (g) Cost<br>of asset | (h) Current<br>value<br>of asset on<br>transaction<br>date | (i) Net gain<br>or (loss) |
|--------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------|-----------------------|----------------------|----------------------------------------------|----------------------|------------------------------------------------------------|---------------------------|
| Series of Transactions by Issue in Excess of 5%: |  | Wells Fargo                       | Wells Fargo Stable Return Fund N | 123                       | \$ -                  | \$ 3,345,314         | \$ -                                         | \$ 3,304,044         | \$ 3,345,314                                               | \$ 41,270                 |

The above information has been certified by Wells Fargo Bank, N.A., the trustee of the Plan, as complete and accurate.

# **Brake Parts Inc LLC 401(k) Savings Plan**

Financial Report  
December 31, 2015

## Contents

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**Independent Auditor's Report**

To the Pension Board  
Brake Parts Inc LLC 401(k) Savings Plan  
McHenry, Illinois

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Brake Parts Inc LLC 401(k) Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

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

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

**Auditor's Responsibility**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2015 and 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Emphasis of Matter**

As discussed in Note 2 to the financial statements, the Plan adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Certain investments are now shown at contract value rather than fair value on the statement of net assets available for benefits. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

**Other Matter**

The supplemental schedules, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions as of or for the year ended December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

*RSM VS LLP*

Schaumburg, Illinois  
October 17, 2016

**Brake Parts Inc LLC 401(k) Savings Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2015 and 2014**

|                                           | 2015                 | 2014                 |
|-------------------------------------------|----------------------|----------------------|
| <b>Assets</b>                             |                      |                      |
| Investments, at fair value:               |                      |                      |
| Shares of registered investment companies | \$ 35,148,624        | \$ 37,238,868        |
| Units of common/collective fund           | 10,571,639           | 11,752,596           |
|                                           | <u>45,720,263</u>    | <u>48,991,464</u>    |
| Receivables:                              |                      |                      |
| Company contributions                     | -                    | 174,183              |
| Participant contributions                 | -                    | 150,920              |
| Notes receivable from participants        | 1,240,845            | 1,581,773            |
|                                           | <u>1,240,845</u>     | <u>1,906,876</u>     |
| <b>Total assets</b>                       | <b>46,961,108</b>    | <b>50,898,340</b>    |
| <b>Liabilities</b>                        | <u>-</u>             | <u>-</u>             |
| <b>Net assets available for benefits</b>  | <b>\$ 46,961,108</b> | <b>\$ 50,898,340</b> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2015

|                                                       |                             |
|-------------------------------------------------------|-----------------------------|
| Additions to net assets attributed to:                |                             |
| Investment income:                                    |                             |
| Net depreciation in fair value of investments         | \$ (650,805)                |
| Interest and dividends                                | 797,983                     |
|                                                       | <u>147,178</u>              |
| Interest income on notes receivable from participants | <u>59,023</u>               |
| Contributions:                                        |                             |
| Company                                               | 2,320,308                   |
| Participant                                           | 1,693,507                   |
| Rollovers                                             | 422,556                     |
|                                                       | <u>4,436,371</u>            |
| <b>Total additions</b>                                | <u>4,642,572</u>            |
| Deductions from net assets attributed to:             |                             |
| Benefits paid directly to participants                | 8,553,504                   |
| Administrative expenses                               | <u>26,300</u>               |
| <b>Total deductions</b>                               | <u>8,579,804</u>            |
| <b>Net decrease</b>                                   | (3,937,232)                 |
| Net assets available for benefits:                    |                             |
| Beginning of year                                     | <u>50,898,340</u>           |
| <b>End of year</b>                                    | <u><u>\$ 46,961,108</u></u> |

See notes to financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 1. Description of Plan

The following description of the Brake Parts Inc LLC 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan which was established effective January 1, 2013 for the benefit of eligible employees of Brake Parts Inc LLC (the Company).

**Eligibility:** Eligible employees, as defined, are eligible to defer compensation by contributing to the Plan and receive Company matching and profit sharing contributions. Employees enter the Plan on the first of the month following date of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:** Participants are automatically enrolled to make salary deferral contributions of 3 percent of compensation, as defined. Unless a participant changes their deferral election an automatic increase of 1 percent per year will be made until salary deferral contributions reach 6 percent of compensation, as defined. Participants may defer up to 50 percent from eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Company matching contributions may be made at the discretion of the Company. Such amounts are credited among the accounts of participants who have made compensation reductions during the year. In 2015, the Company provided discretionary matching contributions of 50 percent of eligible wages up to 4 percent of employee deferral contributions.

Profit sharing contributions of 3 percent of compensation, as defined, are made at each pay period. Such amounts are allocated to participants based on compensation, as defined.

The plan agreement contains various limitations on the amount of employee and employer contributions to the Plan, in accordance with Sections 401 and 415 of the Internal Revenue Code (IRC). The maximum amount of compensation a participant can defer is \$18,000. Participants age 50 and over may make catch-up contributions up to an additional \$6,000.

**Participant accounts:** Each participant's account is credited with the participant's contributions and Company matching contributions, if any, as well as allocations of the Company's profit sharing contribution and plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100 percent vested after two years of credited service. In the event of death, disability or retirement at designated ages, participants become fully vested.

**Investment options:** Upon enrollment in the Plan, a participant may direct contributions into a variety of investments as more fully described in the Plan's literature. Participants may change their investment options at any time.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Forfeitures:** At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$32,872 and \$14,800, respectively. Forfeitures of terminated participants' nonvested accounts are used to reduce Company contributions or plan expenses. For the year ended December 31, 2015, \$14,800 of forfeitures were used to reduce plan expenses.

**Notes receivable from participants:** Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50 percent of their account balance. Note terms range from 1-5 years, or up to 10 years if used for the purchase of a primary residence. The notes are collateralized by the balance in the participant's account and bear interest at the prime rate plus 1 percent as of the quarter ended prior to the note origination and fixed for the loan term. Interest rates ranged from 4.25 percent to 9.25 percent at December 31, 2015. Principal and interest payments are paid through payroll deductions.

**Payment of benefits:** If a participant terminates for any reason, the Plan provides for benefits to be paid in the form of a lump sum. The Plan also allows for hardship distributions, as defined, and distributions upon the age of 59 ½.

#### Note 2. Significant Accounting Policies

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

**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. The Pension Board determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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 balances plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the plan document surrounding defaults.

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

**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. Fees related to plan administration are charged directly to participant accounts and are included in administrative expenses.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Recent accounting pronouncements:** In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2015. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revisited to reflect the retrospective application of this update. The impact of adopting this update is reflected in Note 4.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)*. The purpose of this update is to simplify plan accounting.

- The amendments in Part I of this update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value; accordingly, there will no longer be an adjustment from fair value to contract value on the face of the financial statements.
- The amendments in Part II of this update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, *Annual Return/Report of Employee Benefit Plan*, as a direct filing entity, disclosure of that investment's strategy will no longer be required.
- The amendments in Part III of this update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted amendments in Part I and Part II of this update for the 2015 plan year, and the amendments in Part I and Part II were retrospectively applied to the December 31, 2014. Prior year disclosures in Note 4 have been revised to reflect the retrospective application. The amendments in Part III do not apply to the Plan. The impact of adopting these amendments is reflected in the financial statements.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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

**Subsequent events:** The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through October 17, 2016, the date the financial statements were available to be issued.

#### Note 3. Information Certified and Provided by Wells Fargo Bank, N.A. (Wells Fargo)

The following is a summary of the Plan's asset information as of December 31, 2015 and 2014:

|                                                    | 2015          | 2014          |
|----------------------------------------------------|---------------|---------------|
| Shares of registered investment companies          | \$ 35,148,624 | \$ 37,238,868 |
| Units of common/collective fund, at contract value | 10,571,639    | 11,752,596    |
| Net depreciation in fair value of investments      | (650,805)     |               |
| Interest and dividends                             | 797,983       |               |

#### Note 4. Fair Value Measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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, 2015 and 2014.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

#### Note 4. Fair Value Measurements (Continued)

*Shares of registered investment companies:* Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The shares of registered investment companies held by the Plan are deemed to be actively traded.

*Common/collective trust fund:* Valued at the NAV of units of the common/collective trust fund. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. The 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

|                                            | 2015          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 35,148,624 | \$ -    | \$ -    | \$ 35,148,624        |
| Total assets in fair value hierarchy       | 35,148,624    | -       | -       | 35,148,624           |
| Investment measured at NAV (a)             |               |         |         | 10,571,639           |
| Investments at fair value                  |               |         |         | <u>\$ 45,720,263</u> |

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

|                                            | 2014          |         |         |                      |
|--------------------------------------------|---------------|---------|---------|----------------------|
|                                            | Level 1       | Level 2 | Level 3 | Total                |
| Shares of registered investment companies: | \$ 37,238,868 | \$ -    | \$ -    | \$ 37,238,868        |
| Total assets in fair value hierarchy       | 37,238,868    | -       | -       | 37,238,868           |
| Investment measured at NAV (a)             |               |         |         | 11,752,596           |
| Investments at fair value                  |               |         |         | <u>\$ 48,991,464</u> |

- (a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements (Continued)

The following table sets forth the fair value of investments in certain funds that calculate net asset value per share (or its equivalent) at December 31, 2015:

| Investment                 | Fair Value           |                      | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
|----------------------------|----------------------|----------------------|---------------------|----------------------|--------------------------|
|                            | 2015                 | 2014                 |                     |                      |                          |
| Common/collective fund (a) | <u>\$ 10,571,639</u> | <u>\$ 11,752,596</u> | <u>\$ -</u>         | Daily                | 12 months                |

(a) Wells Fargo Stable Return Fund N seeks to provide current and stable income, while maintaining a stable share value of \$1. The fund invests primarily in investment contracts issued by insurance companies, banks or other financial institutions, including investment contracts backed by high quality fixed income securities. The fund seeks to achieve its objective by diversifying among high credit quality investments and investment contracts which are structured to smooth market gains and losses over time.

#### Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2015, there were no transfers in or out of Level 3.

#### Note 5. Related-Party Transactions

Certain plan investments consist of common/collective funds and registered investment companies managed by Wells Fargo Bank, N.A., the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to the trustee for the year ended December 31, 2015 totaled \$26,300.

Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan. Certain other expenses of the Plan are paid by the Company.

#### Note 6. Plan Termination

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

#### Note 7. Income Tax Status

The Plan adopted the volume submitter profit sharing plan with CODA sponsored by Wells Fargo Bank NA dated March 31, 2014. The prototype plan has received an opinion letter from the Internal Revenue Service (IRS) as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receipt of the opinion letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

## Brake Parts Inc LLC 401(k) Savings Plan

### Notes to Financial Statements

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#### Note 7. Income Tax Status (Continued)

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 (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2012.

#### Note 8. Risks and Uncertainties

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

#### Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2015 and 2014, per the financial statements to Form 5500:

|                                                                                               | 2015                 | 2014                 |
|-----------------------------------------------------------------------------------------------|----------------------|----------------------|
| Net assets available for benefits per the financial statements                                | \$ 46,961,108        | \$ 50,898,340        |
| Participant notes receivable                                                                  | (1,240,845)          | (1,581,773)          |
| Participant loans                                                                             | 1,240,845            | 1,581,773            |
| Units of common/collective fund                                                               | -                    | (164,536)            |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | -                    | 164,536              |
| Net assets available for benefits per Form 5500                                               | <u>\$ 46,961,108</u> | <u>\$ 50,898,340</u> |

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2015, per the financial statements to Form 5500:

|                                                                          | 2015                  |
|--------------------------------------------------------------------------|-----------------------|
| Change in net assets available for benefits per the financial statements | \$ (3,937,232)        |
| Interest income on notes receivable from participants                    | (1,675)               |
| Other income                                                             | (40)                  |
| Benefit payments                                                         | 8                     |
| Certain deemed distributions of participant loans                        | 1,707                 |
| Change in net assets available for benefits per Form 5500                | <u>\$ (3,937,232)</u> |

## **Supplemental Schedule**

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

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

**December 31, 2015**

| (a)                                               | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment, including maturity date, rate of interest, par or maturity value | (d) Cost | (e) Current value           |
|---------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------|-----------------------------|
| <b>Units of common/collective fund:</b>           |                                                          |                                                                                                 |          |                             |
| *                                                 | Wells Fargo                                              | Wells Fargo Stable Return Fund N                                                                | **       | <u>\$ 10,571,639</u>        |
| <b>Shares of registered investment companies:</b> |                                                          |                                                                                                 |          |                             |
|                                                   | Columbia                                                 | Columbia Contrarian Core-R5                                                                     | **       | 8,978,547                   |
|                                                   | Dodge & Cox                                              | Dodge & Cox International Stock Fund                                                            | **       | 1,218,073                   |
|                                                   | Dreyfus                                                  | Dreyfus Opp Midcap Value-I                                                                      | **       | 655,254                     |
|                                                   | First Eagle                                              | First Eagle Global-A                                                                            | **       | 21,272                      |
|                                                   | Harding Loevner                                          | Harding Loevner Inst EM Fund PRT-I                                                              | **       | 9,065                       |
|                                                   | JPMorgan                                                 | JPMorgan US Small Comp-Inst                                                                     | **       | 436,737                     |
|                                                   | Oakmark                                                  | Oakmark International Small Cap Fund                                                            | **       | 13,980                      |
|                                                   | T. Rowe Price                                            | T Rowe Price Ext EQ MKT Index                                                                   | **       | 505,001                     |
|                                                   | Vanguard                                                 | Vanguard FTSE AW EX-US-ADM                                                                      | **       | 663,442                     |
|                                                   | Vanguard                                                 | Vanguard Small Cap Index Fund-ADM                                                               | **       | 134,116                     |
|                                                   | BlackRock                                                | Blackrock Strat Inc Opp-Ins                                                                     | **       | 192,973                     |
|                                                   | BlackRock                                                | Blackrock Global Allocation Fund Institutional Shares                                           | **       | 1,466                       |
|                                                   | TCW Galileo                                              | TCW Galileo Core Fixed Inc-I                                                                    | **       | 1,701,488                   |
|                                                   | Templeton                                                | Templeton Global Bond Fund-Adv                                                                  | **       | 159,421                     |
|                                                   | Vanguard                                                 | Vanguard Short Term- Invest Grd                                                                 | **       | 178,592                     |
|                                                   | FPA                                                      | FPA Crescent Fund                                                                               | **       | 54,008                      |
|                                                   | Vanguard                                                 | Vanguard Target Retirement Fund                                                                 | **       | 492,300                     |
|                                                   | Vanguard                                                 | Vanguard 500 Index Fund Investor Shares                                                         | **       | 4,173,524                   |
|                                                   | Vanguard                                                 | Vanguard Inflation-Protected Securities Fund Inv Shares                                         | **       | 275,961                     |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2010 Fund                                                            | **       | 37,737                      |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2015 Fund                                                            | **       | 1,459,697                   |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2020 Fund                                                            | **       | 1,906,918                   |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2025 Fund                                                            | **       | 1,999,746                   |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2030 Fund                                                            | **       | 878,162                     |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2035 Fund                                                            | **       | 1,035,288                   |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2040 Fund                                                            | **       | 713,490                     |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2045 Fund                                                            | **       | 480,266                     |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2050 Fund                                                            | **       | 101,405                     |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2055 Fund                                                            | **       | 163,310                     |
|                                                   | Vanguard                                                 | Vanguard Target Retirement 2060 Fund                                                            | **       | 38,635                      |
|                                                   | Vanguard                                                 | Vanguard Wellington Fund Investor Shares                                                        | **       | 6,198,221                   |
| *                                                 | Wells Fargo                                              | WF Adv Cash Inv Fund                                                                            | **       | <u>270,529</u>              |
|                                                   |                                                          |                                                                                                 |          | <u>35,148,624</u>           |
|                                                   |                                                          |                                                                                                 |          |                             |
| *                                                 | Participants                                             | Participant loans (interest rates range from 4.25% to 9.25%)                                    | **       | <u>1,240,845</u>            |
|                                                   |                                                          |                                                                                                 |          | <u><u>\$ 46,961,108</u></u> |

\* Indicates a party-in-interest investment.

\*\* Cost information not required for participant-directed investments.

**Brake Parts Inc LLC 401(k) Savings Plan**

**Plan Number: 001**

**FEIN: 06-1248287**

**Schedule H, Line 4j - Schedule of Reportable Transactions**

**Year Ended December 31, 2015**

|                                                  |  | (a) Identity of<br>party involved | (b) Description of assets        | Number of<br>Transactions | (c) Purchase<br>price | (d) Selling<br>price | (f) Expenses<br>incurred with<br>transaction | (g) Cost<br>of asset | (h) Current<br>value<br>of asset on<br>transaction<br>date | (i) Net gain<br>or (loss) |
|--------------------------------------------------|--|-----------------------------------|----------------------------------|---------------------------|-----------------------|----------------------|----------------------------------------------|----------------------|------------------------------------------------------------|---------------------------|
| Series of Transactions by Issue in Excess of 5%: |  | Wells Fargo                       | Wells Fargo Stable Return Fund N | 123                       | \$ -                  | \$ 3,345,314         | \$ -                                         | \$ 3,304,044         | \$ 3,345,314                                               | \$ 41,270                 |

The above information has been certified by Wells Fargo Bank, N.A., the trustee of the Plan, as complete and accurate.