

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>KNORR BRAKE 401(K) RETIREMENT AND SAVINGS PLAN</u>	1b	Three-digit plan number (PN) <u>003</u>
		1c	Effective date of plan <u>01/02/1991</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>NEW YORK AIR BRAKE LLC</u> <u>748 STARBUCK AVE.</u> <u>WATERTOWN, NY 13601</u>	2b	Employer Identification Number (EIN) <u>16-1385584</u>
		2c	Plan Sponsor's telephone number <u>315-786-5200</u>
		2d	Business code (see instructions) <u>336990</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/22/2017	JEFF CECIL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1308
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 1127
a(2) Total number of active participants at the end of the plan year	6a(2) 991
b Retired or separated participants receiving benefits.....	6b 8
c Other retired or separated participants entitled to future benefits	6c 168
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 1167
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 8
f Total. Add lines 6d and 6e	6f 1175
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 1161
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 90
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan KNORR BRAKE 401(K) RETIREMENT AND SAVINGS PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 NEW YORK AIR BRAKE LLC	D Employer Identification Number (EIN) 16-1385584

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation FIDELITY INVESTMENTS INSTITUTIONAL
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04-2647786

(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)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	32662	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	-16800	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.04%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN INTL - BOSTON FINANCIAL DA 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GLENMEDE SMCAP EQ IS - STATE STREE 04-0025081	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS ENTERPRISE I - JANUS SERVICE 43-1804048	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK INTL INV - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RW C MIDCAP VAL EQ I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.40%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan KNORR BRAKE 401(K) RETIREMENT AND SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 NEW YORK AIR BRAKE LLC	D Employer Identification Number (EIN) 16-1385584	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	2695434	2507823
(2) Participant contributions	1b(2)	63687	74096
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	7445201	7333042
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	1984912	2104113
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	105476740	114273330
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	117665974	126292404

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	117665974	126292404
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5522703	
(B) Participants	2a(1)(B)	5330367	
(C) Others (including rollovers)	2a(1)(C)	1428936	
(2) Noncash contributions	2a(2)	0	12282006
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3448	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	84637	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		88085
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	3908919
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3908919	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3908919
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2908684
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		19187694

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10526888	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		10526888
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		17882
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	32662	
(4) Other	2i(4)	-16168	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		16494
j Total expenses. Add all expense amounts in column (b) and enter total	2j		10561264

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8626430
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **FIRLEY MORAN FREER & EASSA CPA PC**

(2) EIN: **16-1148763**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>KNORR BRAKE 401(K) RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEW YORK AIR BRAKE LLC</u>	D Employer Identification Number (EIN) <u>16-1385584</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

EIN: 16-1385584

Plan Number: 003

December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
			<u>Share Balance</u>	
	PIMCO	PIMCO Total Return Fund	354,954	** \$ 3,560,189
	Oakmark International	Oakmark International Fund	55,165	** 1,252,251
	Glenmede	Glenmede Small Cap Equity Fund	64,029	** 1,923,436
	Ridgeworth Ceredex	Ridgeworth Ceredex Mid Cap Value Fund	98,278	** 1,353,290
	American Beacon	American Beacon Large Cap Value Fund	60,063	** 1,655,333
	Janus	Janus Enterprise Fund	58,133	** 5,549,363
	Artisan International	Artisan International Fund	37,939	** 976,940
*	Fidelity Investments	Fidelity Ext. Market Index Fund	30,018	** 1,667,208
*	Fidelity Investments	Fidelity International Index Fund	25,382	** 896,497
*	Fidelity Investments	Fidelity 500 Index Fund	94,211	** 7,381,456
*	Fidelity Investments	Fidelity U.S. Bond Index Fund	620,142	** 7,125,436
*	Fidelity Investments	Fidelity Government Income Money Market Fund	7,333,042	** 7,333,042
*	Fidelity Investments	Fidelity Strategic Income Fund	260,854	** 2,780,707
*	Fidelity Investments	Fidelity Blue Chip Growth Fund	247,151	** 16,665,403
*	Fidelity Investments	Fidelity Diversified International Fund	126,856	** 4,215,420
*	Fidelity Investments	Fidelity Dividend Growth Fund	131,514	** 4,230,796
*	Fidelity Investments	Fidelity Fund	143,442	** 5,899,752
*	Fidelity Investments	Fidelity Low-Priced Stock Fund	102,188	** 5,051,168
*	Fidelity Investments	Fidelity Value Fund	20,512	** 2,253,480
*	Fidelity Investments	Fidelity Freedom Income Fund	45,348	** 526,494
*	Fidelity Investments	Fidelity Freedom 2005 Fund	23,687	** 300,119
*	Fidelity Investments	Fidelity Freedom 2010 Fund	318,897	** 4,024,483
*	Fidelity Investments	Fidelity Freedom 2015 Fund	119,846	** 1,578,376
*	Fidelity Investments	Fidelity Freedom 2020 Fund	549,596	** 7,672,363
*	Fidelity Investments	Fidelity Freedom 2025 Fund	341,921	** 4,988,634
*	Fidelity Investments	Fidelity Freedom 2030 Fund	362,727	** 5,397,374
*	Fidelity Investments	Fidelity Freedom 2035 Fund	264,795	** 4,083,134
*	Fidelity Investments	Fidelity Freedom 2040 Fund	224,066	** 3,459,585
*	Fidelity Investments	Fidelity Freedom 2045 Fund	212,204	** 3,376,160
*	Fidelity Investments	Fidelity Freedom 2050 Fund	163,559	** 2,621,845
*	Fidelity Investments	Fidelity Freedom 2055 Fund	139,584	** 1,662,450
*	Fidelity Investments	Fidelity Freedom 2060 Fund	13,838	** 144,188
*	Notes receivable from participants	Notes receivable with various maturity dates and interest rates ranging from 4.25% to 6.25%.		<u>2,104,113</u>
				<u>\$ 123,710,485</u>

* Represents a party in interest

** Cost omitted for participant directed investments

Audited Financial Statements

**KNORR BRAKE 401(k) RETIREMENT
AND SAVINGS PLAN**

December 31, 2016

Audited Financial Statements

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016

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Firley, Moran, Freer & Eassa, CPA, P.C.

5010 Campuswood Drive · East Syracuse, NY 13057
p: 315.472.7045 f: 315.472.7053 www.fmfecpa.com

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Knorr Brake Holding Corporation
Watertown, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Knorr Brake 401(k) Retirement and Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

An Independently Owned Member, RSM US Alliance

RSM US Alliance member firms are separate and independent businesses and legal entities that are responsible for their own acts and omissions, and each are separate and independent from RSM US LLP. RSM US LLP is the U.S. member firm of RSM International, a global network of independent audit, tax, and consulting firms. Members of RSM US Alliance have access to RSM International resources through RSM US LLP but are not member firms of RSM International.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held at December 31, 2016 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Xirley, Moran, Green & Esser, CPA, P.C.

East Syracuse, New York
September 13, 2017

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

	December 31,	
	2016	2015
ASSETS		
Participant directed investments, at fair value	\$121,606,372	\$112,921,941
Receivables:		
Participant contributions	74,096	63,687
Sponsor contributions	2,507,823	2,695,434
Notes from participants	2,104,113	1,984,912
	<u>4,686,032</u>	<u>4,744,033</u>
TOTAL ASSETS	126,292,404	117,665,974
LIABILITIES	<u>-0-</u>	<u>-0-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$126,292,404</u>	<u>\$117,665,974</u>

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

	Year ended December 31,	
	2016	2015
ADDITIONS		
Additions to net assets attributed to:		
Investment gain (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 2,908,684	\$ (4,087,489)
Interest and dividends	3,912,367	4,978,012
	<u>6,821,051</u>	<u>890,523</u>
Interest income on receivables--notes from participants	84,637	80,624
Contributions:		
Sponsor	5,522,703	6,049,771
Participants' elective deferral	5,330,367	5,525,468
Participants' rollover	1,428,936	1,386,701
	<u>12,282,006</u>	<u>12,961,940</u>
TOTAL ADDITIONS	19,187,694	13,933,087
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	10,544,770	12,527,655
Administrative expenses	16,494	9,933
TOTAL DEDUCTIONS	10,561,264	12,537,588
NET INCREASE	8,626,430	1,395,499
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>117,665,974</u>	<u>116,270,475</u>
END OF YEAR	<u>\$ 126,292,404</u>	<u>\$ 117,665,974</u>

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE A--DESCRIPTION OF THE PLAN

The following description of Knorr Brake 401(k) Retirement and 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, as defined under Section 401(k) of the Internal Revenue Code (IRC), and has been established by New York Air Brake, LLC (the Sponsor) for the benefit of eligible employees of its affiliate, Knorr Brake Corporation and its subsidiary, Anchor Brake Shoe Company. The Plan is subject to the provisions of ERISA. The Board of Directors is responsible for the oversight of the Plan. The 401(k) Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the Board of Directors.

Eligibility: All fulltime, permanent employees are eligible to participate in the elective deferral, employer matching, safe harbor non-elective, and fixed non-elective features of the Plan upon their date of hire. To become eligible to participate in the employer discretionary contribution, a participant must be employed on the last day of the Plan year.

Participant Contributions: Participants may contribute tax-deferred dollars through payroll deductions (elective deferral contributions) equal to the lesser of 60% of eligible compensation or \$18,000 into the Plan for both 2016 and 2015. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions, as defined by the Internal Revenue Service (IRS). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (participant rollovers). Participants direct the investment of their contributions and employer contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated default fund, which is based on the participant's expected retirement date, until changed by the participant. The automatic deferral rate is increased annually by 1% until the participant reaches a 6% deferral rate.

Effective September 26, 2016, the Plan was amended to permit participants to make Roth deferral contributions. The Plan was also amended to accept Roth rollover contributions.

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE A--DESCRIPTION OF THE PLAN--Continued

Sponsor Contributions: In 2016 and 2015, the Sponsor made matching contributions equal to 50% of the first 6% of participant elective deferrals which amounted to \$1,571,938 and \$1,708,483, respectively. In 2016 and 2015, the Sponsor elected to make an employer safe harbor non-elective contribution of 3% of participants' eligible compensation, as defined by the Plan, which amounted to \$1,775,750 and \$1,868,383, respectively. In 2016 and 2015, the Sponsor elected to make an employer fixed non-elective contribution of 3% of participants' eligible compensation, as defined by the Plan, which amounted to \$317,340 and \$423,912, respectively. The Sponsor, at the discretion of its Board of Directors, may also contribute to the Plan additional discretionary contributions for all eligible participants. In 2016 and 2015, the Company's discretionary contribution was 3% of an employee's eligible compensation which amounted to \$1,857,675 and \$2,048,993, respectively. Contributions are subject to certain limitations determined by the IRS.

Participant Accounts: Each participant's account is credited with the participant's and Sponsor's contributions and an allocation of Plan earnings (losses) and administrative expenses. Allocations are based on the ratio of each participant's account balances to the total account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their elective deferral and rollover contributions plus actual earnings thereon. Vesting in the Sponsor's matching, safe harbor non-elective, fixed non-elective and discretionary contributions portion of the participants' accounts is based on years of credited service, as defined by the Plan. A participant is 100% vested in the Sponsor's matching and discretionary contributions after 5 years of credited service (20% per year). A participant is 100% vested in the Sponsor's safe harbor non-elective and fixed non-elective contributions after 2 years of credited service (20% after year 1 and 100% after year 2).

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of \$1,000 with the maximum amount being the lesser of 50% of the vested account balance or \$50,000 reduced by the highest outstanding loan balance at any time in the prior twelve month period. The loans are secured by the balance in the participant's account and bear interest at a fixed rate determined by the Plan Administrator, usually the Prime Rate plus 1%. Principal and interest are paid ratably through payroll deductions over a period not to exceed five years, unless the loan is for the purpose of acquiring a principal residence then the maximum period shall be 15 years. Participants are permitted to have only one loan outstanding at a time and may only apply for one loan each calendar year.

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE A--DESCRIPTION OF THE PLAN--Continued

Payment of Benefits: Distributions from the Plan are available upon retirement, death, termination of employment, proven hardship or disability. Upon termination of a participant's employment for any reason, a participant may elect to receive either a lump-sum cash distribution, a direct rollover distribution, or a combination of both equal to the value of the participant's vested interest in his or her account. If a participant's vested account balance is between \$1,000 and \$5,000, and the participant fails to make a distribution election, a lump-sum amount will be rolled over to an individual retirement account without their consent. If a participant's vested account balance is \$1,000 or less, and the participant fails to make a distribution election, a lump-sum amount will be paid to the participant without their consent.

Forfeitures: Sponsor contributions which have been forfeited by employees upon termination are used to reduce the Sponsor's contributions. In 2016 and 2015, Sponsor contributions were reduced by \$450,220 and \$356,949, respectively, from forfeited nonvested accounts. Forfeiture account balances totaled \$35,775 and \$15 at December 31, 2016 and 2015, respectively.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

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

Use of Estimates: The preparation of financial statements in accordance 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 changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's 401(k) Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisors and trustee. See Note C for discussion of fair value measurements.

Purchases and sales of shares in mutual funds 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 TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Receivables--Notes From Participants: Receivables--notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Fees related to the administration of receivables--notes from participants and benefit payments are charged directly to the participant's account and are included in administrative expenses. The Sponsor can elect to pay certain administrative costs from forfeited nonvested accounts which are also included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Events Occurring After Reporting Date: Plan management has evaluated events and transactions that occurred between December 31, 2016 and September 13, 2017, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. Other than the event described in Note G, there were no such events or transactions identified by Plan management.

NOTE C--FAIR VALUE MEASUREMENTS

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

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

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE C--FAIR VALUE MEASUREMENTS--Continued

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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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.

The 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, 2016 and 2015.

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

Interest-bearing cash: The fair value of interest-bearing cash approximates carrying value due to the nature of the instrument.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE C--FAIR VALUE MEASUREMENTS--Continued

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value.

Investments at Fair Value as of				
December 31, 2016				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 114,273,330	\$ -0-	\$ -0-	\$ 114,273,330
Interest-bearing cash	7,333,042	-0-	-0-	7,333,042
	<u>\$ 121,606,372</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 121,606,372</u>
December 31, 2015				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 105,476,740	\$ -0-	\$ -0-	\$ 105,476,740
Interest-bearing cash	7,445,201	-0-	-0-	7,445,201
	<u>\$ 112,921,941</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 112,921,941</u>

NOTE D--INFORMATION CERTIFIED AND PROVIDED BY FIDELITY MANAGEMENT TRUST COMPANY (UNAUDITED)

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2016 and 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Fidelity Management Trust Company (Fidelity), the trustee, that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

	2016	2015
Mutual funds	\$114,273,330	\$105,476,740
Interest-bearing cash	7,333,042	7,445,201
	<u>\$121,606,372</u>	<u>\$112,921,941</u>
Receivables--notes from participants	<u>\$ 2,104,113</u>	<u>\$ 1,984,912</u>

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE D--INFORMATION CERTIFIED AND PROVIDED BY FIDELITY MANAGEMENT TRUST COMPANY (UNAUDITED)--Continued

Fidelity also certified to the completeness and accuracy of \$2,908,684 and \$(4,087,489) of net appreciation (depreciation) in fair value of investments, \$3,912,367 and \$4,978,012 of interest and dividends and \$84,637 and \$80,624 of interest income on receivables--notes from participants related to the aforementioned Plan assets for the years ended December 31, 2016 and 2015, respectively.

NOTE E--RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Investment fees paid by the Plan for investment management services are included in the net appreciation (depreciation) in fair value of investments within the statements of changes in net assets available for benefits.

Fidelity provides certain administrative services to the Plan pursuant to a Retirement Plan Service Agreement (RPSA) between the Plan Sponsor and Fidelity. Fidelity receives revenue from the investment service providers for services Fidelity provides to the investment funds. Under the RPSA, Fidelity remits \$8,750 per calendar quarter to the Plan. The transaction is recorded as revenue credits to eligible participants of the Plan. Revenue credits to participants totaled \$35,000 for the years ended December 31, 2016 and 2015.

Participants are charged fees for loan and benefit payment processing and recordkeeping services relating to non-Fidelity mutual funds. Fees paid by the Plan to Fidelity for these services amounted to \$16,494 and \$9,933 for the years ended December 31, 2016 and 2015, respectively. These fees are deducted from individual participant accounts. The Sponsor pays directly any other fees related to the Plan's operations. The Plan Administrator believes all party in interest transactions qualify for either statutory or administrative exemption from the prohibited transaction rules under ERISA.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Sponsor matching, safe harbor non-elective, fixed non-elective, and discretionary contributions.

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE G--TAX STATUS AND SUBSEQUENT EVENT

Through December 31, 2015, the Plan adopted a volume submitter plan sponsored by Fidelity Management and Research Company. The IRS has determined and informed the volume submitter plan sponsor by a letter dated March 31, 2008, that the volume submitter plan, as then designed, qualifies under the applicable sections of the Internal Revenue Code (IRC).

Effective January 1, 2016, the Plan adopted the updated version of the volume submitter plan sponsored by Fidelity Management and Research Company. The IRS has determined and informed the volume submitter plan sponsor by a letter dated March 31, 2014, that the volume submitter plan qualifies under the applicable sections of the IRC. The Plan Administrator timely adopted the volume submitter plan. Although the Plan has been amended since adopting the volume submitter plan, the Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC, and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for Plan years prior to 2013.

The Plan's Administrator was notified on August 9, 2017 that the Plan was selected for examination by the IRS for the 2015 plan year. As of the date of the independent auditor's report, September 13, 2017, the examination is ongoing.

NOTE H--RISKS AND UNCERTAINTIES

The Plan invests in shares of mutual funds and interest-bearing cash. The investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments 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.

NOTES TO FINANCIAL STATEMENTS--Continued

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

December 31, 2016 and 2015

NOTE I--RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of net assets available for benefits per the accompanying 2016 and 2015 financial statements to the respective Form 5500:

	December 31,	
	2016	2015
Net assets available for benefits per financial statements	\$ 126,292,404	\$ 117,665,974
Differences in:		
Investments	2,104,113	1,984,912
Receivables--notes from participants	(2,104,113)	(1,984,912)
Net assets available for benefits per Form 5500	<u>\$ 126,292,404</u>	<u>\$ 117,665,974</u>

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

KNORR BRAKE 401(k) RETIREMENT AND SAVINGS PLAN

EIN: 16-1385584

Plan Number: 003

December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
			<u>Share Balance</u>	
	PIMCO	PIMCO Total Return Fund	354,954	** \$ 3,560,189
	Oakmark International	Oakmark International Fund	55,165	** 1,252,251
	Glenmede	Glenmede Small Cap Equity Fund	64,029	** 1,923,436
	Ridgeworth Ceredex	Ridgeworth Ceredex Mid Cap Value Fund	98,278	** 1,353,290
	American Beacon	American Beacon Large Cap Value Fund	60,063	** 1,655,333
	Janus	Janus Enterprise Fund	58,133	** 5,549,363
	Artisan International	Artisan International Fund	37,939	** 976,940
*	Fidelity Investments	Fidelity Ext. Market Index Fund	30,018	** 1,667,208
*	Fidelity Investments	Fidelity International Index Fund	25,382	** 896,497
*	Fidelity Investments	Fidelity 500 Index Fund	94,211	** 7,381,456
*	Fidelity Investments	Fidelity U.S. Bond Index Fund	620,142	** 7,125,436
*	Fidelity Investments	Fidelity Government Income Money Market Fund	7,333,042	** 7,333,042
*	Fidelity Investments	Fidelity Strategic Income Fund	260,854	** 2,780,707
*	Fidelity Investments	Fidelity Blue Chip Growth Fund	247,151	** 16,665,403
*	Fidelity Investments	Fidelity Diversified International Fund	126,856	** 4,215,420
*	Fidelity Investments	Fidelity Dividend Growth Fund	131,514	** 4,230,796
*	Fidelity Investments	Fidelity Fund	143,442	** 5,899,752
*	Fidelity Investments	Fidelity Low-Priced Stock Fund	102,188	** 5,051,168
*	Fidelity Investments	Fidelity Value Fund	20,512	** 2,253,480
*	Fidelity Investments	Fidelity Freedom Income Fund	45,348	** 526,494
*	Fidelity Investments	Fidelity Freedom 2005 Fund	23,687	** 300,119
*	Fidelity Investments	Fidelity Freedom 2010 Fund	318,897	** 4,024,483
*	Fidelity Investments	Fidelity Freedom 2015 Fund	119,846	** 1,578,376
*	Fidelity Investments	Fidelity Freedom 2020 Fund	549,596	** 7,672,363
*	Fidelity Investments	Fidelity Freedom 2025 Fund	341,921	** 4,988,634
*	Fidelity Investments	Fidelity Freedom 2030 Fund	362,727	** 5,397,374
*	Fidelity Investments	Fidelity Freedom 2035 Fund	264,795	** 4,083,134
*	Fidelity Investments	Fidelity Freedom 2040 Fund	224,066	** 3,459,585
*	Fidelity Investments	Fidelity Freedom 2045 Fund	212,204	** 3,376,160
*	Fidelity Investments	Fidelity Freedom 2050 Fund	163,559	** 2,621,845
*	Fidelity Investments	Fidelity Freedom 2055 Fund	139,584	** 1,662,450
*	Fidelity Investments	Fidelity Freedom 2060 Fund	13,838	** 144,188
*	Notes receivable from participants	Notes receivable with various maturity dates and interest rates ranging from 4.25% to 6.25%.		<u>2,104,113</u>
				<u>\$ 123,710,485</u>

* Represents a party in interest

** Cost omitted for participant directed investments