





# STRATEGY

CVG is guided to achieve our vision by our strategic objectives, success factors and core values.

## STRATEGIC OBJECTIVES

- Geographic Diversity
- End Market Diversification
- Technology Leader
- People Development

## SUCCESS FACTORS

- Safety
- Quality
- Profitability
- Customer Satisfaction
- Stockholder Value

## CORE VALUES

- Continuous Improvement
- Innovation and Creativity
- Integrity
- Teamwork
- Passion



## FROM THE CEO

### A STEADY COURSE IN 2012

CVG is proud to have accomplished another year of steady, measured growth in 2012, remaining on course and committed to our long-term strategic plan.

We maintained a strong balance sheet in spite of market fluctuations, ending the year with growth in revenues over the previous year.

### STRATEGIC GROWTH AROUND THE GLOBE

CVG continued to grow in 2012 with acquisitions that expand our services and products, while increasing our market share around the world. New companies and their products have been assimilated into the CVG vision of becoming the leading global supplier of commercial vehicle components. We acquired Daltek, LLC, a company specializing in decorative and other customized interior and exterior finishes with applications such as paint, UV hard coating and hydrographics. CVG provides these services under our new FinishTEK brand.

Additionally, CVG acquired the assets of Vijayjyot Seats Private Limited, which supplies seats primarily for the passenger, school and coach bus markets in India. This acquisition allows us to expand into the commercial vehicle market in India and complements our existing initiatives in the construction and truck markets in that region. It also represents continued strides for us in India, which we have strategically identified as a strong market for growth opportunities.

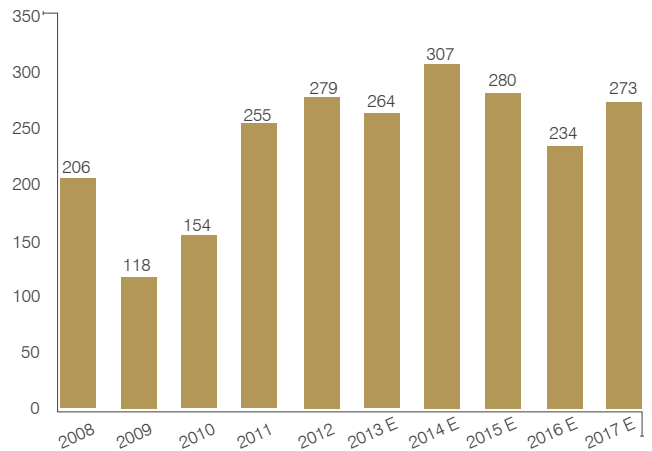


## FORWARD THINKING

CVG continues to seek growth opportunities that match our vision for product and market expansion and diversification. This includes strategic objectives in key markets outside North America. Our commitment has always been on creating a sustainable future by following our strategic plan which is focused on diversification of customers, end markets, products and geographic footprint. We've continued to nurture what has allowed us to become a company we are proud of: innovation, strong ethics, operational excellence, investment in our employees and passion for CVGI. These principles have fueled our company through good and bad cycles since our inception and allowed exceptional success. Our focus remains sharp as we continue to deliver value to our stockholders and diversified, customized product solutions around the world for the commercial vehicle markets.

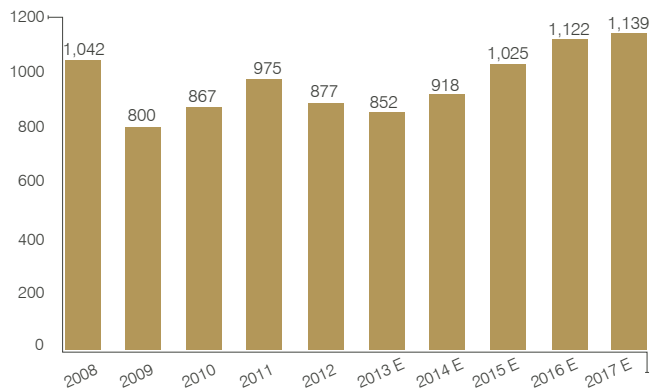
Mervin Dunn  
President and Chief Executive Officer

NORTH AMERICAN CLASS 8 TRUCK BUILD RATES  
(in thousands)



"E" Estimated  
Source: ACT Commercial Vehicle Outlook (February 2013)

GLOBAL CONSTRUCTION PRODUCTION UNITS\*  
(in thousands)



\*Pavers, Dozers, Excavators, Graders, Skid Steers, Compactors and Loaders  
Source: Millmark Global Equipment Production (January 2013) and Company estimates.



## FINANCIAL HIGHLIGHTS FROM THE CFO

In 2012, we presented our five-year strategic plan, which provides the foundation for our continued growth. Our five-year strategy includes objectives of \$1.6 billion in revenue, with 50% of our revenue generated outside of North America, and no single end market with more than 35% of our total revenues. We are committed to our long-term strategy and believe we can achieve our strategic objectives through both organic and acquisition-based growth.

While we continue to operate in an environment with fluctuations in both our end markets and the general economy, our variable cost structure allows us to remain flexible and adapt to such periods of fluctuation.

Our capital structure and strong balance sheet enables us to continue to seek growth opportunities, which complement our growth strategy. For example, our recent acquisition of Vijayjyot Seats Private Limited further expands our presence in the commercial vehicle market in India and provides us with additional opportunities in the passenger, school and coach bus end markets. In addition, our acquisition of Daltek, LLC provides us with capabilities in the application of customized industrial hydrographic films, paints and other interior and exterior finishes for recreational (ATV/UTV) markets.





In executing our growth and end market diversification objectives, we believe our focus on our long-term capital and financing needs as well as increased productivity, investments in new technologies and capabilities and expanding our presence in emerging markets positions us for continued growth and the creation of shareholder value.

We are committed to our long-term growth plans and look forward to continuing our long-term success story.

Chad M. Utrup  
Chief Financial Officer

#### HISTORICAL FINANCIAL DATA

(\$ in thousands)

	2008	2009	2010	2011	2012
Revenues	\$ 763,489	\$ 458,569	\$ 597,779	\$ 832,022	\$ 857,916
Adjusted Operating Income <sup>1</sup>	\$ 16,137	\$ (38,606)	\$ 18,446	\$ 49,725	\$ 44,096
Total Assets	\$ 354,761	\$ 250,509	\$ 286,207	\$ 406,884	\$ 439,665
Working Capital <sup>2</sup>	\$ 87,669	\$ 75,785	\$ 116,077	\$ 193,783	\$ 195,318
Total Debt	\$ 164,895	\$ 162,644	\$ 164,987	\$ 250,000	\$ 250,000
Capital Expenditures, Net	\$ 12,523	\$ 6,140	\$ 10,645	\$ 22,291	\$ 18,641

<sup>1</sup> Excludes goodwill, intangible long-lived asset impairments of approximately \$207.5 million and \$47.4 million for 2008 and 2009, respectively, and restructuring charges of approximately \$3.7 million for 2009, \$1.7 million for 2010 and \$0.7 million for 2011.

<sup>2</sup> Current assets less current liabilities.





## WIDE RANGE OF PRODUCT OFFERINGS

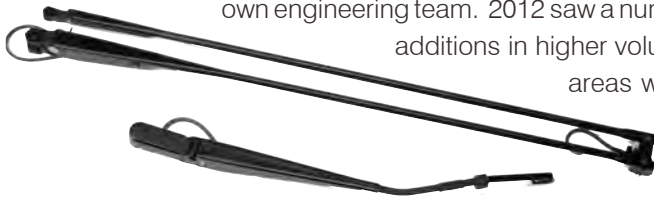
### INDUSTRIAL MARKETS AND PARTS AND CAB STRUCTURES

Industrial Markets and Parts (IMP) is primarily aftermarket products. We market, manufacture, and distribute a variety of products and service parts through the independent aftermarket and the original equipment dealer networks. The main products sold include major seating lines (National, Bostrom, and KAB brands), truck and bus Mirrors (Moto Mirror brand), and our RoadWatch products that are primarily used in Vocational applications. In addition, we also manufacture complete metal cab structures, sleeper boxes, body panels and structural components. We have capabilities that include exterior surface body panel stamping and forming, automated welding and assembly, small lot metal fabrication, and large body structure e-coat painting.



### ELECTRICAL PRODUCTS

Our electrical products are manufactured and assembled in nine facilities producing two major product categories. Our largest electrical product line centers around electrical distribution systems such as wire harnesses, cable assemblies, and value added electrical panel assemblies. Our second family of products pertains to complete windshield wiper systems, associated components, and custom switch assemblies. We focus on low to mid volume, high complexity original equipment applications in the construction, agricultural, mining, tactical military, heavy truck and specialty vehicle markets. CVG provides design engineering and vehicle electronic architecture services often located on site within a customers' own engineering team. 2012 saw a number of exciting customer and market additions in higher volume engine, drivetrain, and emission areas within the heavy truck market as well as several new specialty vehicle applications.





# CVG DELIVERS, SUPPLIES AND DISTRIBUTES INNOVATIVE, CUSTOMIZED PRODUCT SOLUTIONS TO CUSTOMERS AROUND THE GLOBE.

## TRIM SYSTEMS AND COMPONENTS

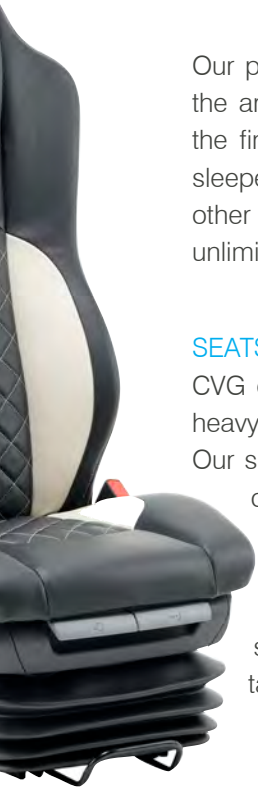
We also design, engineer and produce trim systems and components for the interior cabs of commercial vehicles. Our products are used in the global heavy truck, construction and agricultural, bus, military, commercial transport, municipal industries and recreational markets. Our interior trim products are designed to provide a comfortable interior for the vehicle occupants, as well as a variety of functional and safety features. Our expertise and capabilities include 3D processes such as injection molding, low pressure injection molding, urethane molding and foaming processes, compression molding, heavygauge thermoforming and vacuum forming. In addition, we are experienced in various 2D processes including cutting, sewing, trimming and finishing methods.

Our processes, capabilities, and state of the art technology enable us to produce the finest trim panels, instrument panels, sleeper bunkers, storage systems and other vehicle components. CVG's variety of interior trim manufacturing processes provide nearly unlimited tooling, cost and design options to match program needs and brand image.

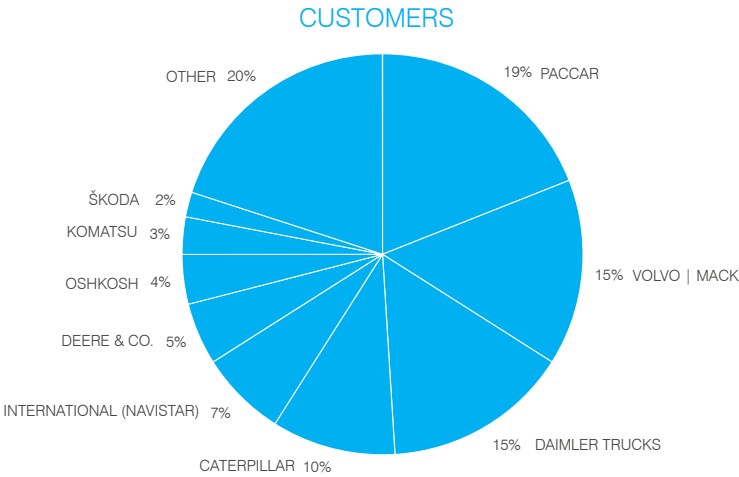


## SEATS AND SEATING SYSTEMS

CVG designs, engineers and produces seating systems for commercial vehicles used in the global heavy truck, construction and agricultural, bus, military, commercial transport and municipal industries. Our seats and seating systems are typically fully-assembled and ready for installation when they are delivered to the OEM. We only use high-quality materials and dedicate our R&D resources to produce durable and comfortable mechanical, air and static seats. Our seats are ergonomically designed for difficult working environments in order to provide comfort and control throughout our full range of seat products. A wide range of manual and power options such as lumbar supports, cushion and back bolsters and leg and thigh supports, makes it easy for operators to tailor seat fit to their unique needs, ensuring comfort over the long haul.



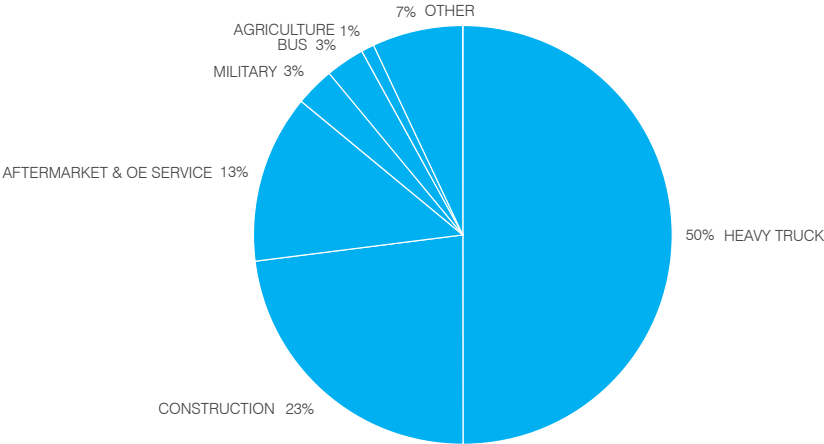
# 2012 CUSTOMERS, PRODUCTS AND END MARKETS



### PRODUCTS



### END MARKETS







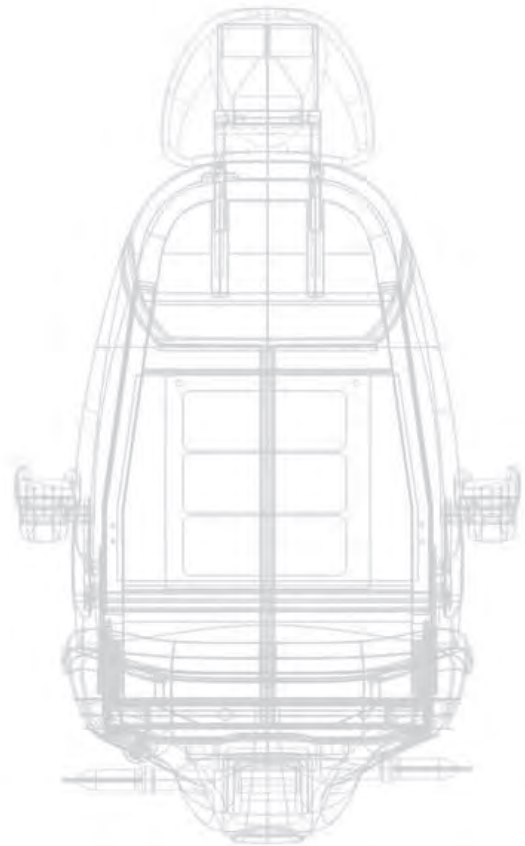


## RESEARCH AND DEVELOPMENT

Our state-of-the-art research and development center enables us to offer superior quality and technologically advanced products to our customers at competitive prices. From invention and discovery to concept, prototyping and production solutions, we offer industrial engineering, product design, CAE/FEA simulation and testing and evaluation services that are necessary in today's global markets. With innovative laboratories for virtual driving, acoustics, thermal efficiency, benchmarking, multi-axis durability, biomechanics, comfort, prototyping and process prove-out, we design complete integrated solutions for the end-user (heavy and medium duty trucks, construction and agriculture vehicles and niche vehicles) supporting the fleet manager and the OEM.

### CAPABILITIES

- Product Design
- Product Development
- Secure Design Bays
- Benchmarking
- Reverse Engineering
- Fabrication
- Physical Prototyping
- Rapid Prototyping
- Vibration Measurement & Analysis
- Acoustical Measurement & Analysis
- Thermal Analysis
- Human Factors Simulation
- Instrumentation & Data Acquisition
- Field Testing
- Accelerated Design Validation
- Durability Testing
- Faro Edge 9' W/Laser Line Scanner
- Instron 5982 Series



## AROUND THE WORLD

Commercial Vehicle Group (CVG) has a strong worldwide presence—and is committed to being the leading global supplier of commercial component systems. CVG was among the first commercial vehicle suppliers to establish Chinese operations and now our global presence is far-reaching, with operations on six continents.

CVG takes pride in developing and manufacturing products in Seating, Electrical, Trim, Structures and Mirrors for both domestic and international markets and establishing strong partnerships with customers. CVG is poised to further expand our operations by increasing our potential through calculated acquisition strategies and original product concepts.



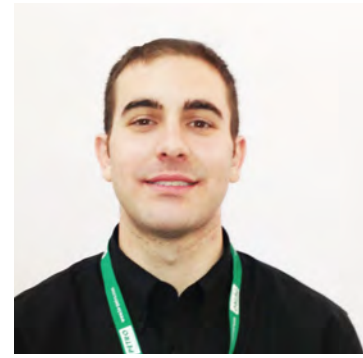
### DOMESTIC LOCATIONS

Alabama  
Arizona  
Georgia  
Illinois  
Indiana  
Iowa  
Michigan  
North Carolina  
Ohio  
Oregon  
Tennessee  
Virginia

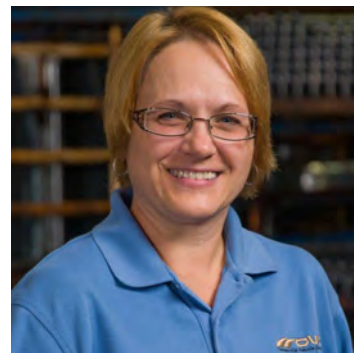
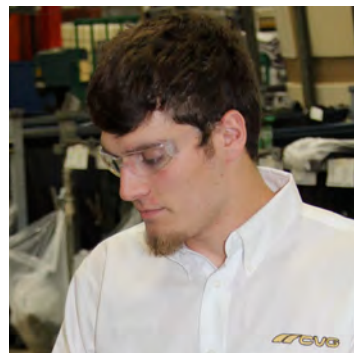
### INTERNATIONAL LOCATIONS

Australia  
China  
Czech Republic  
India  
Mexico  
Ukraine  
United Kingdom





## OUR PEOPLE





UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

or

Transition report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended:  
December 31, 2012

Commission file number:  
001-34365

COMMERCIAL VEHICLE GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)

41-1990662  
(I.R.S. Employer Identification No.)

7800 Walton Parkway  
New Albany, Ohio  
(Address of Principal Executive Offices)

43054  
(Zip Code)

Registrant's telephone number, including area code:  
(614) 289-5360

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of exchange on which registered
Common Stock, par value \$.01 per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Schedule 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold on June 29, 2012, was \$265,766,511.

As of March 4, 2013, 29,365,754, shares of Common Stock of the Registrant were outstanding.

Documents Incorporated by Reference

Information required by Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K is incorporated by reference from the Registrant's Proxy Statement for its annual meeting to be held May 16, 2013 (the "2013 Proxy Statement").

**COMMERCIAL VEHICLE GROUP, INC.**

**Annual Report on Form 10-K**

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## CERTAIN DEFINITIONS

All references in this Annual Report on Form 10-K to the “Company,” “Commercial Vehicle Group,” “CVG,” “we,” “us,” and “our” refer to Commercial Vehicle Group, Inc. and its consolidated subsidiaries (unless the context otherwise requires).

## FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. For this purpose, any statements contained herein that are not statements of historical fact, including without limitation, certain statements under “Item 1 — Business” and “Item 7 — Management’s Discussion and Analysis of Financial Condition and Results of Operations” and located elsewhere herein regarding industry outlook, financial covenant compliance, anticipated effects of acquisitions, production of new products, plans for capital expenditures and our results of operations or financial position and liquidity, may be deemed to be forward-looking statements. Without limiting the foregoing, the words “believes,” “anticipates,” “plans,” “expects,” and similar expressions are intended to identify forward-looking statements. The important factors discussed in “Item 1A — Risk Factors,” among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. Such forward-looking statements represent management’s current expectations and are inherently uncertain. Investors are warned that actual results may differ from management’s expectations. Additionally, various economic and competitive factors could cause actual results to differ materially from those discussed in such forward-looking statements, including, but not limited to, factors which are outside our control, such as risks relating to (i) general economic or business conditions affecting the markets in which we serve; (ii) our ability to develop or successfully introduce new products; (iii) risks associated with conducting business in foreign countries and currencies; (iv) increased competition in the heavy-duty truck or construction market; (v) our failure to complete or successfully integrate additional strategic acquisitions; (vi) the impact of changes in governmental regulations on our customers or on our business; (vii) the loss of business from a major customer or the discontinuation of particular commercial vehicle platforms; (viii) our ability to obtain future financing due to changes in the lending markets or our financial position and (ix) our ability to comply with the financial covenants in our revolving credit facility. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by such cautionary statements.



## PART I

### Item 1. *Business*

#### Overview

Commercial Vehicle Group, Inc. (a Delaware corporation formed in August 2000) and its subsidiaries, is a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the heavy-duty (Class 8) truck market, the medium-and heavy-construction vehicle markets, military, bus and agriculture markets, the specialty transportation markets and recreational (ATV/UTV) markets. Our products include static and suspension seat systems, electronic wire harness assemblies, controls and switches, cab structures and components, interior trim systems (including instrument panels, door panels, headliners, cabinetry and floor systems), interior and exterior finishes and mirrors and wiper systems specifically designed for applications in commercial vehicles.

We are differentiated from suppliers to the automotive industry by our ability to manufacture low volume, customized products on a sequenced basis to meet the requirements of our customers. We believe that we have the number one or two position in several of our major markets and that we are one of the only suppliers in the North American commercial vehicle market that can offer complete cab systems, including cab body assemblies, sleeper boxes, seats, interior trim, flooring, wire harnesses, panel assemblies and other structural components. We believe our products are used by a majority of the North American heavy truck and certain leading global construction original equipment manufacturers (“OEM”), which we believe creates an opportunity to cross-sell our products and offer a full range of cab related products and systems.

Demand for our heavy truck products is generally dependent on the number of new heavy truck commercial vehicles manufactured in North America, which in turn is a function of general economic conditions, interest rates, changes in governmental regulations, consumer spending, fuel costs and our customers’ inventory levels and production rates.

New heavy truck commercial vehicle demand has historically been cyclical and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled by commercial vehicles. The overall weakness in the North American economy and credit markets continued to put pressure on the demand for new vehicles in 2009 as reflected in the 42% decline of North American Class 8 production levels from 2008. In 2010, North American Class 8 production levels increased approximately 30% over the prior year period, indicating a recovery in the heavy truck market. This recovery continued into 2011 as North American Class 8 production levels increased approximately 66% from 2010. The North American Class 8 market showed a modest increase in 2012 as production levels increased approximately 9% over 2011. According to a February 2013 report by ACT Research, a publisher of industry market research, North American Class 8 production levels are expected to increase from 279,000 in 2012, peak at 307,000 in 2014 after a decline in 2013 and decline to 234,000 in 2016. We believe the demand for new Class 8 vehicles will be driven by several factors, including growth in freight volumes and the replacement of aging vehicles.

New commercial vehicle demand in the global construction equipment market generally follows certain economic conditions around the world. Within the construction market, there are two classes of construction equipment, the medium/heavy equipment market (weighing over 12 metric tons) and the light construction equipment market (weighing below 12 metric tons). Demand in the medium/heavy construction equipment market is typically related to the level of larger scale infrastructure development projects such as highways, dams, harbors, hospitals, airports and industrial development, as well as activity in the mining, forestry and other raw material based industries. Demand in the light construction equipment market is typically related to certain economic conditions such as the level of housing construction and other smaller-scale developments and projects. Our products are primarily used in the medium/heavy construction equipment markets. Demand in the construction equipment market in 2009 declined significantly from 2008 as a result of the continuing economic downturn in the housing and financial markets. During 2010 and 2011, the global construction market showed signs of recovery, which continued into the first half of 2012 followed by an overall decline in the market after a lower than expected second half of 2012.

**Industry**

Within the commercial vehicle industry, we sell our products primarily to the global OEM truck market (approximately 50% of our 2012 revenues), the global construction OEM market (approximately 23% of our 2012 revenues), the military market (approximately 3% of our 2012 revenues) and the aftermarket and original equipment service organizations (approximately 13% of our 2012 revenues). The majority of the remaining 11% of our 2012 revenues was derived from other global commercial vehicle and specialty markets.

**Commercial Vehicle Supply Market Overview**

Commercial vehicles are used in a wide variety of end markets, including local and long-haul commercial trucking, bus, construction, mining, agricultural, military, general industrial, marine, municipal, recreation and specialty vehicle markets. The commercial vehicle supply industry can generally be separated into two categories: (1) sales to OEMs, in which products are sold in relatively large quantities directly for use by OEMs in new commercial and construction vehicles; and (2) “aftermarket” sales, in which products are sold as replacements in varying quantities to a wide range of original equipment service organizations, wholesalers, retailers and installers. In the OEM market, suppliers are generally divided into tiers — “Tier 1” suppliers (like our company), that provide products directly to OEMs, and “Tier 2” or “Tier 3” suppliers, that sell products principally to other suppliers for integration into those suppliers’ own product offerings.

Our largest end market, the North American commercial truck industry, is supplied by heavy - and medium-duty commercial vehicle suppliers, as well as automotive suppliers. The commercial vehicle supplier industry is fragmented and comprised of several large companies and many smaller companies. In addition, the commercial vehicle supplier industry is characterized by relatively low production volumes and can have considerable barriers to entry, including the following: (1) significant investment requirements, (2) stringent technical and manufacturing requirements, (3) high transition costs to shift production to new suppliers, (4) just-in-time delivery requirements and (5) strong brand name recognition. Foreign competition is growing with the globalization of the world economy, but can be limited in the commercial vehicle market due to many factors, including the need to be responsive to order changes on short notice and high shipping costs.

Although OEM demand for our products is directly correlated with new vehicle production, suppliers like us can grow by increasing sales through the cross selling and bundling of products, further penetrating existing customers’ businesses, gaining new customers, expanding into new geographic markets and by increasing aftermarket sales. We believe that companies with a global presence and advanced technology, engineering, manufacturing and support capabilities, such as our company, are well positioned to take advantage of these opportunities.

**North American Commercial Truck Market**

Purchasers of commercial trucks include fleet operators, owner operators, governmental agencies and industrial end users. Commercial vehicles used for local and long-haul commercial trucking are generally classified by gross vehicle weight. Class 8 vehicles are trucks with gross vehicle weight in excess of 33,000 lbs. and Class 5 through 7 vehicles are trucks with gross vehicle weight from 16,001 lbs. to 33,000 lbs. The following table shows commercial vehicle production levels from 2003 through 2012 in North America:

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
	(Thousands of units)									
Class 8 heavy trucks . . . . .	182	269	339	376	212	206	118	154	255	279
Class 5-7 light and medium-duty trucks . . . . .	197	235	253	275	206	158	98	118	167	189
Total . . . . .	<u>379</u>	<u>504</u>	<u>592</u>	<u>651</u>	<u>418</u>	<u>364</u>	<u>216</u>	<u>272</u>	<u>422</u>	<u>468</u>

Source: ACT N.A. *Commercial Vehicle OUTLOOK* (February 2013).

The following describes the major markets within the commercial vehicle market in which we compete:

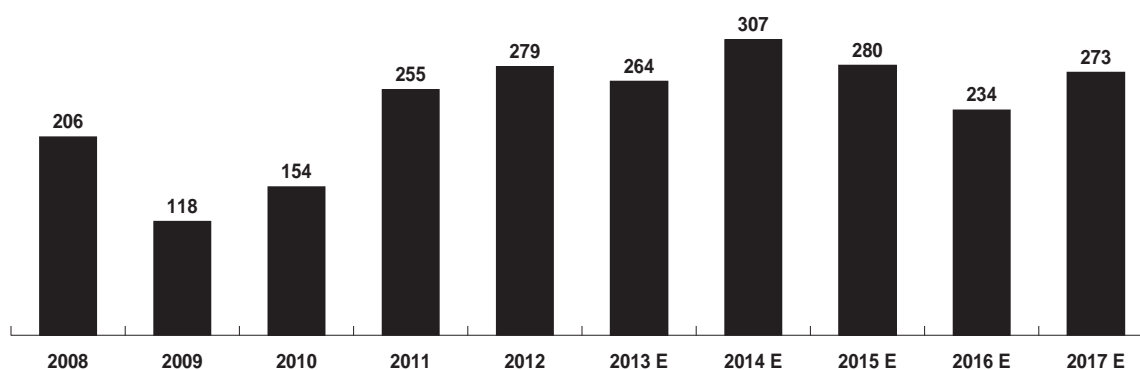
### ***Class 8 Truck Market***

The global Class 8 truck manufacturing market is concentrated in three primary regions: North America, Europe and Asia-Pacific. The global Class 8 truck market is localized in nature due to the following factors: (1) the prohibitive costs of shipping components from one region to another, (2) the high degree of customization of Class 8 trucks to meet the region-specific demands of end-users and (3) the ability to meet just-in-time delivery requirements. According to ACT Research, four companies represented approximately 98% of North American Class 8 truck production in 2012. The percentages of Class 8 production represented by Daimler Trucks, PACCAR, International (Navistar) and Volvo/Mack were approximately 34%, 29%, 17% and 18%, respectively, in 2012. We supply products to all of these OEMs.

During 2007, the demand for North American Class 8 heavy trucks experienced a downturn as a result of preorders in 2006 and general weakness in the North American economy and corresponding decline in the need for commercial vehicles to haul freight tonnage in North America. The demand for new heavy truck commercial vehicles in 2008 was similar to 2007 levels as weakness in the overall North American economy continued to impact production related orders. The overall weakness in the North American economy and credit markets continued to put pressure on the demand for new vehicles in 2009 as reflected in the 42% decline of North American Class 8 production levels from 2008. In 2010, North American Class 8 production levels increased approximately 30% over the prior-year period. We believe that the increase from 2009 to 2010 was a result of the strengthening in the North American economy and corresponding increase in the need for commercial vehicles to haul freight tonnage in North America. The strengthening in the North American economy continued into 2011 and 2012 as North American Class 8 production levels increased approximately 9% over 2011. According to ACT, unit production for 2013 is estimated to decrease approximately 5% from 2012 levels to approximately 264,000 units.

The following table illustrates North American Class 8 truck build for the years 2008 to 2017:

**North American Class 8 Truck Build Rates  
(In thousands)**



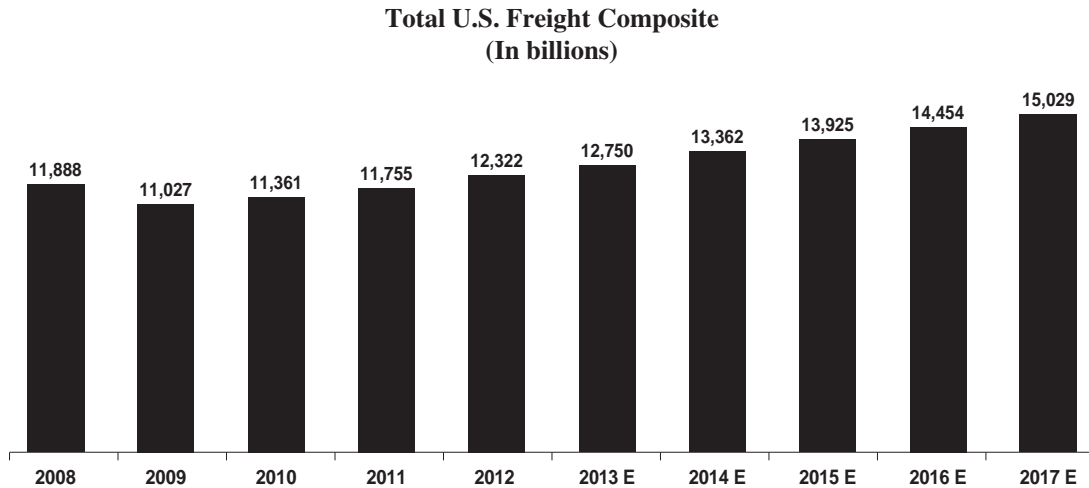
“E” — Estimated

Source: *ACT Commercial Vehicle OUTLOOK* (February 2013).

We believe the following factors are currently driving the North American Class 8 truck market:

*Economic Conditions.* The North American truck industry is directly influenced by overall economic growth, consumer spending and the ability of our customers to access capital. Since truck OEMs supply the fleet lines of North America, their production levels generally match the demand for freight. The freight carried by these trucks includes consumer goods, machinery, food and beverages, construction equipment and supplies, electronic equipment and a wide variety of other materials. Since most of these items are driven by macroeconomic conditions, the truck industry tends to follow trends of gross domestic product. Generally, given the dependence of North American shippers on trucking as a freight alternative, general economic conditions have been a primary indicator of future truck builds.

*Truck Freight Growth.* According to ACT's U.S. freight composite, freight volumes began to recover in 2010 and this recovery continued into 2011 and 2012. The ACT freight composite is a measure created to estimate the amount of freight hauled by weighting different sectors of the economy for their contribution to overall freight. ACT forecasts that total U.S. freight composite will increase from 12.3 trillion in 2012 to 15.0 trillion in 2017, as summarized in the following graph:

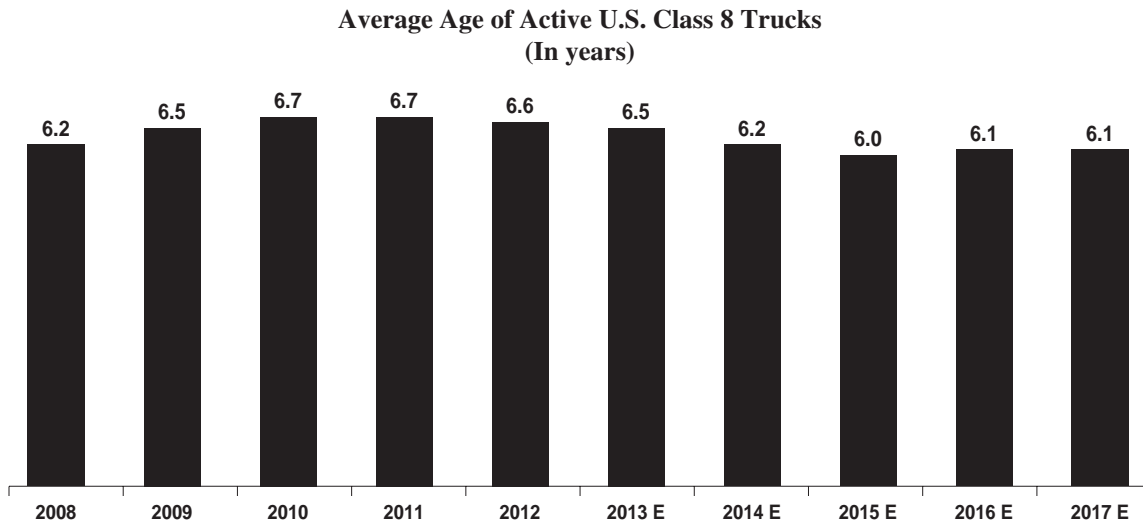


“E” — Estimated

Source: ACT N.A. *Commercial Vehicle OUTLOOK* (February 2013).



*Truck Replacement Cycle and Fleet Aging.* The average age of active Class 8 trucks has increased from approximately 6.2 years in 2008 to approximately 6.6 years in 2012, down slightly from 2011, which was the highest average vehicle age over the previous 13 years. The average fleet age tends to run in cycles as freight companies permit their truck fleets to age during periods of lagging demand and then replenish those fleets during periods of increasing demand. Additionally, as truck fleets age, their maintenance costs typically increase. Freight companies must therefore continually evaluate the economics between repair and replacement. Other factors, such as inventory management and the growth in less-than-truckload freight shipping, also tend to increase fleet mileage and, as a result, the truck replacement cycle. The chart below illustrates the approximate average age of active U.S. Class 8 trucks:



“E” — Estimated

Source: *ACT N.A. Commercial Vehicle OUTLOOK* (February 2013).

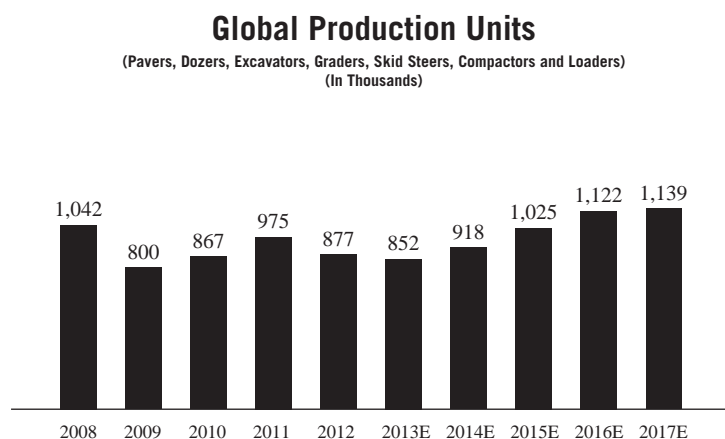
***Commercial Truck Aftermarket***

Demand for aftermarket products is driven by the quality of OEM parts, the number of vehicles in operation, the average age of the vehicle fleet, vehicle usage and the average useful life of vehicle parts. Aftermarket sales tend to be at a higher margin, as truck component suppliers are able to leverage their already established fixed cost base and exert moderate pricing power with their replacement parts. The recurring nature of aftermarket revenue provides some insulation to the overall cyclical nature of the industry, as it tends to provide a more stable stream of revenues.

***Commercial Construction Vehicle Market***

New commercial vehicle demand in the global construction equipment market generally follows certain economic conditions around the world. Within the construction market, there are two classes of construction equipment: the medium/heavy construction equipment market (weighing over 12 metric tons) and the light construction equipment market (weighing below 12 metric tons). Demand in the medium/heavy construction equipment market is typically related to the level of larger-scale infrastructure development projects such as highways, dams, harbors, hospitals, airports and industrial development as well as activity in the mining, forestry and other raw material based industries. Demand in the light construction equipment market is typically related to certain economic conditions such as the level of housing construction and other smaller scale developments and projects. Our products are primarily used in the medium/heavy construction equipment market.

During 2009, we experienced a significant decline in global construction equipment production levels as a result of the global economic downturn and related reduction in new equipment orders. During 2010 and 2011, the global construction market showed signs of recovery, which continued into the first half of 2012 followed by an overall decline in the market after a lower than expected second half of 2012. According to a January 2013 report by Millmark Associates, a publisher of industry market research, global production units in the construction market for the primary products in which we market (pavers, dozers, excavators, graders, skid steers, compactors and loaders), are expected to increase from approximately 0.9 million in 2012 to 1.1 million in 2017. The chart below illustrates the continued estimated growth in the global construction market for the products in which we market from 2008 to 2017:



“E” — Estimated

Source: *Millmark Global Equipment Production* (January 2013) and Company estimates.

Purchasers of medium/heavy construction equipment include construction companies, municipalities, local governments, rental fleet owners, quarrying and mining companies and forestry related industries. Purchasers of light construction equipment include contractors, rental fleet owners, landscapers, logistics companies and farmers. In the medium/heavy construction equipment market, we primarily supply OEMs with our seating and wire harness products.

### ***Military Equipment Market***

We supply products for heavy- and medium-payload tactical trucks that are used by various military customers. Sales and production of these vehicles can be influenced by overall defense spending both by the U.S. government and foreign governments and the presence of military conflicts and potential military conflicts throughout the world. Demand for these vehicles has fluctuated as a result of the continuing conflict in the Middle East. In addition, demand has increased for remanufacturing and replacement of the large fleet of vehicles that have served in the Middle East due to over-use and new armor and technology requirements.

### ***Commercial Vehicle Industry Trends***

Our performance and growth are directly related to trends in the commercial vehicle market and focus on operator retention, comfort and safety. These commercial vehicle industry trends include the following:

*Globalization of Suppliers.* Commercial vehicle OEMs manufacture and sell their products in various geographic markets around the world. Having operations in the geographic markets in which OEMs produce their global platforms enables suppliers to meet OEMs’ needs more economically and more efficiently.

*Shift of Design, Engineering and Research and Development to Suppliers.* OEMs are focusing their efforts on brand development and overall vehicle design, instead of the design of individual vehicle systems. OEMs are increasingly looking to their suppliers to provide suggestions for new products, designs, engineering developments and manufacturing processes. As a result, strategic suppliers are gaining increased access to confidential planning information regarding OEMs' future vehicle designs and manufacturing processes. Strategic suppliers with the capability to design and engineer systems and modules have a greater opportunity to increase their percentage of vehicle content.

*Broad Manufacturing Capabilities.* OEMs are seeking suppliers to manufacture systems and products utilizing alternative materials and processes in order to meet their demand for customized styling, performance or cost requirements. In addition, while OEMs seek to differentiate their vehicles through the introduction of innovative features, suppliers are proactively developing new products and manufacturing capabilities and processes to meet OEMs' requirements.

*Ongoing Supplier Consolidation.* We believe the worldwide commercial vehicle supply industry is continuing to consolidate as suppliers seek to achieve operating synergies through business combinations, shift production to locations with more flexible labor rules and practices, acquire complementary technologies, build stronger customer relationships and follow their OEM customers as they expand globally. Furthermore, the cost focus of most major OEMs has forced suppliers to reduce costs and improve productivity on an ongoing basis, including economies of scale through consolidation. Financial distress created by the global economic conditions in recent years has also impacted the trend in consolidating suppliers.

## **Competitive Strengths**

We believe that our competitive strengths include, but are not limited to, the following:

*Leading Market Positions and Brands.* We believe that we are a leading supplier of seating systems and soft interior trim products, a leading non-captive manufacturer of structural components and body systems (which includes cab body assemblies) for the North American commercial vehicle heavy truck market, one of the largest global suppliers of construction vehicle seating systems. We market our major product brands under names that are well known by our customers and truck fleet operators based upon the amount of revenue we derive from sales to these markets. These major product brands include CVG™, Sprague Devices®, Moto Mirror®, RoadWatch®, KAB Seating™, National Seating™, Bostrom Seating®, Stratos™, ComforTEK®, FlameTEK™ and Mayflower®.

*Comprehensive Cab Product and Cab System Solutions.* We believe that we offer the broadest product range of any commercial vehicle cab system supplier. We manufacture a broad base of products, many of which are critical to the interior and exterior subsystems of a commercial vehicle cab. We also utilize a variety of different processes, such as urethane molding, injection molding, large composite molding, thermoforming and vacuum forming, which enable us to meet each customer's unique styling and cost requirements. The breadth of our product offering enables us to provide a "one-stop shop" for our customers, which provides us with a substantial opportunity for further customer penetration through cross-selling initiatives and by bundling our products to provide complete system solutions.

*End-User Focused Product Innovation.* We believe that commercial vehicle market OEMs continue to focus on interior and exterior product design, comfort and features to better serve their end-user, the operator, and our customers are seeking suppliers that can provide product innovation. We have a full service engineering and research and development organization to assist OEMs in meeting their needs, which helps enable us to secure content on current platforms and models.

*Flexible Manufacturing Capabilities.* Because commercial vehicle OEMs permit their customers to select from an extensive menu of cab options, our customers frequently request modified products in low volumes within a limited time frame. We have a highly variable cost structure and can efficiently leverage our flexible



manufacturing capabilities to provide low volume, customized products to meet each customer's styling, cost and just-in-time delivery requirements. We manufacture or assemble our products at facilities in North America, Europe, Asia and Australia.

*Global Capabilities.* Because many of our customers manufacture and sell their products on a global basis, we believe we have a strong competitive advantage by having dedicated sales, engineering, manufacturing and assembly capabilities on a global basis. We have these capabilities to support our customers in North America, Europe, Asia and Australia.

*Strong Relationships with Leading Customers and Major Fleets.* Because of our comprehensive product offerings, brand names and innovative product features, we believe we are an important long-term global supplier to many of the leading heavy truck, construction and specialty commercial vehicle manufacturers such as PACCAR, Caterpillar, Volvo/Mack, International (Navistar), Daimler Trucks, Deere & Co., Oshkosh Corporation, Komatsu and Škoda. In addition, through our sales force and engineering teams, we maintain active relationships with the major heavy-duty truck fleet organizations that are end-users of our products such as Schneider National, Werner, Walmart, FedEx and JB Hunt. As a result of our high-quality, innovative products, well recognized brand names and customer service, a majority of the largest 100 fleet operators specifically request certain of our products.

*Significant Barriers to Entry.* We believe we are a leader in providing system solutions and products to long running platforms. Considerable barriers to entry exist, including significant investment and engineering requirements, stringent technical and manufacturing requirements, high transition costs for OEMs to shift production to new suppliers, just-in-time delivery requirements and strong brand name recognition.

*Proven Management Team.* Our management team is highly respected within the commercial vehicle market, and our five executive officers have a combined average of 31 years of experience in the industry. We believe that our team has substantial depth in critical operational areas and has demonstrated success in reducing costs, integrating business acquisitions, improving processes through cyclical periods and expanding revenue through product, market and customer diversification.

## **Strategy**

Our primary growth strategies are as follows:

*Geographic Diversification.* To reduce our dependence on the cyclical North American Class 8 heavy-truck market, we may selectively pursue strategic acquisitions or develop new business operations in geographic areas outside the United States. To date, such activities have enabled us to become a global supplier with the capability to offer a broad range of products for a variety of end market applications in multiple countries around the world. For example, our recent acquisition of Vijayjyot Seats Private Limited ("Vijayjyot"), which has facilities in three regions of India, further expands our presence in the commercial vehicle market in India. We continue to seek new and independent growth opportunities through marketing and business development activities with local producers in existing and new markets outside the United States.

*End Market Diversification.* To reduce our dependence on our current number of product lines, we intend to continue to diversify our product lines and offerings through a combination of acquisitions and engineering and research and development activities. For example, our recent acquisition of Daltek, LLC ("Daltek") provides us with capabilities in the application of customized industrial hydrographic films, paints and other interior and exterior finishes for recreational (ATV/UTV) markets, and our acquisition of Vijayjyot provides us with additional opportunities in the passenger, school and coach bus end markets. In addition, we have developed several new products including the GSX range of global, modular seating for global heavy truck applications; molded thermally and acoustically efficient flooring; blast-resistant seats and fire-resistant interior trim materials for military applications; and impact resistant cladding for medium-duty trucks and vans. We plan to continue the

development of new products that support evolving market trends and changing customer needs. We are focused on securing additional sales from our existing customer base, and we actively cross-market a diverse portfolio of products to our customers to increase our content on the vehicles manufactured by OEMs.

*Increase Sales to the Aftermarket.* While commercial vehicles have a relatively long life, certain components, such as seats, wipers and mirrors, are replaced more frequently. We believe this provides increased opportunities for our aftermarket products as the number of vehicles in operation and the number of miles driven per vehicle increases. We believe that there are opportunities to leverage our brand recognition to increase our sales to the replacement aftermarket.

*Develop Industry-Leading Technologies.* To enhance our competitiveness and support our end-market diversification efforts, we continue to focus on research and development activities to meet the constantly evolving and market-specific demands of our global customers and their end-users. Current development initiatives include the ergonomics of operator safety and comfort and the management of acoustic, thermal, aerodynamic and weight-saving technologies that are unique to large commercial and construction vehicles. Through these efforts we seek to improve our processes, increase our manufacturing efficiencies and ultimately improve our operating margins with minimized additional capital expenditures.

*Capitalize on Operating Leverage.* We continuously seek ways to lower costs, enhance product quality and improve manufacturing efficiencies, and we continue to utilize our Lean Manufacturing and Total Quality Production System (“TQPS”) program philosophy. We believe our ongoing cost saving initiatives, supplier consolidation and sourcing efforts will enable us to continue to lower our manufacturing costs. As a result, we believe we are well positioned to improve our operating margins and capitalize on any volume increases with minimal additional capital expenditures.

## **Products**

We offer OEMs a broad range of products and system solutions for a variety of end market vehicle applications that include local and long-haul commercial trucking, bus, construction, mining, agricultural, military, general industrial, marine, municipal, recreational and specialty vehicle. We believe fleets and OEMs continue to focus on cabs and interiors to differentiate their products and improve operator comfort and retention. Although a portion of our products are sold directly to OEMs as finished components, we also supply “systems” or “subsystems,” which are groups of component parts located throughout the vehicle that operate together to provide a specific vehicle function. Systems currently produced by us include cab bodies, sleeper boxes, seating, interior trim, body panels, storage cabinets, floor covering, mirrors, windshield wipers, headliners, temperature measurement devices and wire harnesses. We classify our products into five general categories: (1) seats and seating systems, (2) electronic wire harnesses and panel assemblies, (3) trim systems and components, (4) cab structures, sleeper boxes, body panels and structural components and (5) mirrors, wipers and controls.

See Notes 2 and 11 to our audited consolidated financial statements in Item 8 in this Annual Report on Form 10-K for information on our significant customer revenues and related receivables, as well as revenues by product category and geographical location.

Set forth below is a brief description of our products and their applications:

*Seats and Seating Systems.* We design, engineer and produce seating systems primarily for heavy trucks in North America and for commercial vehicles used in the construction and agricultural industries through our European and Asian operations. For the most part, our seats and seating systems are fully-assembled and ready for installation when they are delivered to the OEM. We offer a wide range of seats that include mechanical and air suspension seats, static seats and bus seats. As a result of our strong product design and product technology, we are a leader in designing seats with convenience features and enhanced safety. Seats and seating systems are

the most complex and highly specialized products of our five product categories. Set forth below is a brief description of our principal products in this category:

*Heavy Truck Seats.* We produce seats and seating systems for heavy trucks primarily in our North American operations, but also in China and Australia. Our heavy truck seating systems are designed to achieve maximum operator comfort by adding a wide range of manual and power features such as lumbar supports, cushion and back bolsters and leg and thigh supports. Our heavy truck seats are highly specialized based on a variety of different seating options offered in OEM product lines. Our seats are built to customer specifications in low volumes and consequently are produced in numerous combinations with a wide range of price points.

We differentiate our seats from our competitors' seats by focusing on driver safety, driver comfort, product durability and customer value. Our seats help improve driver retention, reduce workers' compensation claims and decrease overall maintenance costs. Operators of heavy trucks recognize and are often given the opportunity to specify their choice of seat brands, and we strive to develop strong customer loyalty both with the commercial vehicle OEMs and among operators. We believe that we have superior technology and can offer a unique seat that is ergonomically designed, accommodates a range of operator sizes and absorbs shock to maximize operator comfort.

*Construction and Other Commercial Vehicle Seats.* We produce seats and seating systems for commercial vehicles used in the global construction and agricultural, bus, military, commercial transport and municipal industries. The principal focus of these seating systems is durability. These seats are ergonomically designed for difficult working environments and to provide comfort and control throughout the range of seats and chairs.

*Other Seating Products.* We also manufacture office seating products. Our office chair was developed as a result of our experience supplying seats for the heavy truck, agricultural and construction industries and is fully adjustable to maximize comfort at work. Our office chairs are available in a wide variety of colors and fabrics to suit many different office environments, such as emergency services, call centers, receptions, studios, boardrooms and general office.

*Electronic Wire Harnesses and Panel Assemblies.* We produce a wide range of electronic wire harnesses and electrical distribution systems and related assemblies as well as panel assemblies used in commercial vehicles and other equipment. Set forth below is a brief description of our principal products in this category.

*Electronic Wire Harnesses.* We offer a broad range of complex electronic wire harness assemblies that function as the primary current carrying devices used to provide electrical interconnections for gauges, lights, control functions, power circuits, powertrain and transmission sensors, emissions systems and other electronic applications on a commercial vehicle. Our wire harnesses are highly customized to fit specific end-user requirements. We provide our wire harnesses for a wide variety of commercial vehicles, tactical vehicles, specialty trucks, automotive and other specialty applications, including heavy construction and forestry machines and mining trucks.

*Panel Assemblies.* We assemble large, integrated components such as panel assemblies and cabinets for commercial vehicle OEMs and other heavy equipment manufacturers. The panels and cabinets we assemble are installed in key locations on a vehicle or unit of equipment, are integrated with our wire harness assemblies and provide user control over multiple operational functions and features.

*Trim Systems and Components.* We design, engineer and produce trim systems and components for the interior cabs of commercial vehicles. Our interior trim products are designed to provide a comfortable interior for the vehicle occupants, as well as a variety of functional and safety features. The wide variety of features that can be selected by the heavy truck customer makes trim systems and components a complex and highly specialized product category. Set forth below is a brief description of our principal products in this category:

*Trim Products.* Our trim products include A-Pillars, B-Pillars, door panels and interior trim panels. Door panels and interior trim panels consist of several component parts that are attached to a substrate. Specific

components include vinyl or cloth-covered appliqués, armrests, map pocket compartments, carpet and sound-reducing insulation. Our products are attractive, lightweight solutions from a traditional cut and sew approach to a contemporary “molded” styling theme. The parts can be color matched or top good wrapped to integrate seamlessly with the rest of the interior.

*Instrument Panels.* We produce and assemble instrument panels that can be integrated with the rest of the interior trim. The instrument panel is a complex system of coverings and foam, plastic and metal parts designed to house various components and act as a safety device for the vehicle occupant.

*Body Panels (Headliners/Wall Panels).* Headliners consist of a substrate and a finished interior layer made of fabrics and other materials. While headliners are an important contributor to interior aesthetics, they also provide insulation from road noise and can serve as carriers for a variety of other components, such as visors, overhead consoles, grab handles, coat hooks, electrical wiring, speakers, lighting and other electronic and electrical products. As the amount of electronic and electrical content available in vehicles has increased, headliners have emerged as an important carrier of electronic features such as lighting systems.

*Storage Systems.* Our modular storage units and custom cabinetry are designed to improve comfort and convenience for the operator. These storage systems are designed to be integrated with the interior trim. These units may be easily expanded and customized with features that include refrigerators, sinks and water reservoirs. Our storage systems are constructed with durable materials and designed to last the life of the vehicle.

*Floor Covering Systems.* We have an extensive and comprehensive portfolio of floor covering systems and dash insulators. Carpet flooring systems generally consist of tufted or non-woven carpet with a thermoplastic backcoating which, when heated, allows the carpet to be fitted precisely to the interior or trunk compartment of the vehicle. Additional insulation materials are added to minimize noise, vibration and harshness. Non-carpeted flooring systems, used primarily in commercial and fleet vehicles, offer improved wear and maintenance characteristics. The dash insulator separates the passenger compartment from the engine compartment and prevents engine noise and heat from entering the passenger compartment.

*Sleeper Bunks.* We offer a wide array of design choices for upper and lower sleeper bunks for heavy trucks. All parts of our sleeper bunks can be integrated to match the rest of the interior trim. Our sleeper bunks arrive at OEMs fully assembled and ready for installation.

*Grab Handles and Armrests.* Our grab handles and armrests are designed and engineered with specific attention to aesthetics, ergonomics and strength. Our products use a wide range of inserts and substrates for structural integrity. The integral urethane skin offers a soft touch and can be in-mold coated to specific colors.

*Privacy Curtains.* We produce privacy curtains for use in sleeper cabs. Our privacy curtains include features such as integrated color matching of both sides of the curtain, choice of cloth or vinyl, full “black out” features and low-weight.

*Plastics Decorating and Finishing.* We offer customers a wide variety of cost-effective finishes in paint, ultra violet, hard coating and customized industrial hydrographic films, paints and other interior and exterior finishes (simulated appearance of wood grain, carbon fiber, brushed metal, marbles, camouflage and custom patterns) used primarily in the heavy-truck and recreational vehicle (ATVs and UTVs) markets.

*Cab Structures, Sleeper Boxes, Body Panels and Structural Components.* We design, engineer and produce complete cab structures, sleeper boxes, body panels and structural components for the commercial vehicle industry in North America. Set forth below is a description of our principal products in this category:

*Cab Structures.* We design, manufacture and assemble complete cab structures used primarily in heavy trucks for major commercial vehicle OEMs in North America. Our cab structures, which are manufactured from



both steel and aluminum, are delivered to our customers fully assembled and primed for paint. Our cab structures are built to order based upon options selected by the vehicles' end-users and delivered to the OEMs, in line sequence, as these end-users' trucks are manufactured by the OEMs.

*Sleeper Boxes.* We design, manufacture and assemble sleeper boxes primarily for heavy trucks in North America. We manufacture both integrated sleeper boxes that are part of the overall cab structure as well as standalone assemblies depending on the customer application. Sleeper boxes are typically constructed using aluminum exterior panels in combination with steel structural components delivered to our customers in line sequence after the final seal and E-coat process.

*Bumper Fascias and Fender Liners.* Our highly durable, lightweight bumper fascias and fender liners are capable of withstanding repeated impacts that could deform an aluminum or steel bumper. We utilize a production technique that chemically bonds a layer of paint to the part after it has been molded, thereby enabling the part to keep its appearance even after repeated impacts.

*Body Panels and Structural Components.* We produce a wide range of both steel and aluminum large exterior body panels and structural components for the internal production of our cab structures and sleeper boxes as well as being sold externally to certain commercial vehicle OEMs.

*Mirrors, Wipers and Controls.* We design, engineer and produce a wide range of mirrors, wipers and controls used in commercial vehicles. Set forth below is a brief description of our principal products in this category:

*Mirrors.* We offer a wide range of round, rectangular, motorized and heated mirrors and related hardware, including brackets, braces and side bars. Most of our mirror designs utilize stainless steel body, fasteners and support braces to ensure durability. We have introduced both road and outside temperature devices that are integrated into the mirror face or the vehicle's dashboard through our RoadWatch™ family of products. These systems are principally utilized by municipalities throughout North America to monitor surface temperatures and assist them in dispersing chemicals for snow and ice removal.

*Windshield Wiper Systems.* We offer application-specific windshield wiper systems and individual windshield wiper components for the commercial vehicle market. Our windshield wiper systems are generally delivered to the OEM fully assembled and ready for installation. A windshield wiper system is typically composed of a combination of an electric motor, linkages, arms, wiper blades, washer reservoirs and related pneumatic or electric pumps.

*Controls.* We offer a range of controls and control systems for window lifts, door locks and electric switch products.

## **Manufacturing**

A description of the manufacturing processes we utilize for each of our principal product categories is set forth below:

- *Seats and Seating Systems.* Our seating operations utilize a variety of manufacturing techniques whereby foam and various other components along with fabric, vinyl or leather are affixed to an underlying seat frame. We also manufacture and assemble the seat frame, which involves complex welding. Generally, we utilize outside suppliers to produce the individual components used to assemble the seat frame.
- *Electronic Wire Harnesses and Panel Assemblies.* We utilize several manufacturing techniques to produce the majority of our electronic wire harnesses and panel assemblies. Our processes, both manual and automated, are designed to produce complex, low- to medium-volume wire harnesses and panel assemblies in short time frames. Our wire harnesses and panel assemblies are both electronically and hand tested.

- *Trim Systems and Components.* Our interior systems process capabilities include injection molding, low-pressure injection molding, urethane molding and foaming processes, compression molding, heavy-gauge thermoforming and vacuum forming as well as various cutting, sewing, trimming and finishing methods.
- *Cab Structures, Sleeper Boxes, Body Panels and Structural Components.* We utilize a wide range of manufacturing processes to produce the majority of the steel and aluminum stampings used in our cab structures, sleeper boxes, body panels and structural components and a variety of both robotic and manual welding techniques in the assembly of these products. In addition, we have facilities with large capacity, fully automated E-coat paint priming systems allowing us to provide our customers with a paint-ready cab product. Due to their high cost, full body E-coat systems, such as ours, are rarely found outside of the manufacturing operations of the major OEMs. We also have large press lines which provide us with the in-house manufacturing flexibility for both aluminum and steel stampings delivered just-in-time to our cab assembly plants.
- *Mirrors, Wipers and Controls.* We manufacture our mirrors, wipers and controls utilizing a variety of manufacturing processes and techniques. Our mirrors, wipers and controls are primarily hand assembled, tested and packaged.

We have a broad array of processes to offer our commercial vehicle OEM customers to enable us to meet their styling and cost requirements. We believe the vehicle cab is the most significant and appealing aspect to the operator of the vehicle, and consequently each commercial vehicle OEM has unique requirements as to feel, appearance and features.

The end markets for our products are highly specialized and our customers frequently request modified products in low volumes within an expedited delivery timeframe. As a result, we primarily utilize flexible manufacturing cells at the vast majority of our production facilities. Manufacturing cells are clusters of individual manufacturing operations and work stations grouped in a circular configuration, with the operators placed centrally within the configuration. This provides flexibility by allowing efficient changes to the number of operations each operator performs. When compared to the more traditional, less flexible assembly line process, cell manufacturing allows us to maintain our product output consistent with our OEM customers' requirements and reduce the level of inventory.

When an end-user buys a commercial vehicle, the end-user will specify the seat and other features for that vehicle. Because each of our seating systems is unique, our manufacturing facilities have significant complexity which we manage by building in sequence. We build our seating systems as orders are received, and systems are delivered to the customer's rack in the sequence in which vehicles come down the assembly line. We have systems in place that allow us to provide complete customized interior kits in boxes that are delivered in sequence. In many instances, we keep track of our build sequence by product identification numbers and components are identified by bar code. Sequencing reduces our cost of production because it eliminates warehousing costs and reduces waste and obsolescence, offsetting any increased labor costs. Several of our manufacturing facilities are strategically located near our customers' assembly plants, which facilitates this process and minimizes shipping costs.

We employ just-in-time manufacturing and system sourcing in our operations to meet customer requirements for faster deliveries and to minimize our need to carry significant inventory levels. We utilize material systems to manage inventory levels and, in certain locations, we have inventory delivered as often as two times per day from a nearby facility based on the previous day's order. This eliminates the need to carry excess inventory at our facilities.

Within our cyclical industry, we strive to manage down cycles by running our facilities at capacity while maintaining the capability and flexibility to expand. We work with our employees and rely on their involvement to help minimize problems and re-align our capacity during fluctuating periods of increased or decreased production levels to achieve on-time delivery.

We continuously seek ways to lower costs, enhance product quality, improve manufacturing efficiencies and increase product throughput, and we continue to utilize our Lean Manufacturing and Total Quality Production System (“TQPS”) program philosophy. We believe our ongoing cost saving initiatives, supplier consolidation and sourcing efforts will enable us to continue to lower our manufacturing costs. As a result, we believe we are well positioned to improve our operating margins and capitalize on any volume increases with minimal additional capital expenditures. As a means to continuously enhance our operations, we utilize the TQPS philosophy throughout our operations. TQPS is our customized version of Lean Manufacturing and consists of a 32-hour interactive class that is taught by members of our management team. TQPS is an analytical process in which we analyze each of our manufacturing cells and identify the most efficient process to improve efficiency and quality. The goal is to achieve total cost management and continuous improvement. Some examples of TQPS-related improvements are: reduced labor to move parts around the facility, clear walking paths in and around manufacturing cells and increased safety. An ongoing goal is to reduce the time employees spend waiting for materials within a facility. In an effort to increase operational efficiency, improve product quality and provide additional capacity, we intend to continue to implement TQPS improvements at each of our manufacturing facilities.

### **Raw Materials and Suppliers**

A description of the principal raw materials we utilize for each of our principal product categories is set forth below:

- *Seats and Seating Systems.* The principal raw materials used in our seat systems include steel, aluminum and foam related products and are generally readily available and obtained from multiple suppliers under various supply agreements. Leather, vinyl, fabric and certain components are also purchased from multiple suppliers under supply agreements. Typically, our supply agreements are for a term of at least one year and are terminable by us for breach or convenience.
- *Electronic Wire Harnesses and Panel Assemblies.* The principal raw materials used to manufacture our electronic wire harnesses are wire and cable, connectors, terminals, switches, relays and various covering techniques involving braided yarn, braided copper, slit and non-slit conduit and foam molded via the reaction injection molding process. These raw materials are obtained from multiple suppliers and are generally readily available.
- *Trim Systems and Components.* The principal raw materials used in our interior systems processes are resin and chemical products, foam, vinyl and fabric which are formed and assembled into end products. These raw materials are obtained from multiple suppliers, typically under supply agreements which are for a term of typically one year or more and terminable by us for breach or convenience.
- *Cab Structures, Sleeper Boxes, Body Panels and Structural Components.* The principal raw materials used in our cab structures, sleeper boxes, body panels and structural components are steel and aluminum, the majority of which we purchase in sheets and stamp at our Shadyside, Ohio facility. These raw materials are generally readily available and obtained from several suppliers, typically under purchase contracts which fix price and supply for up to one year.
- *Mirrors, Wipers and Controls.* The principal raw materials used to manufacture our mirrors, wipers and controls are steel, stainless steel and rubber, which are generally readily available and obtained from multiple suppliers. We also purchase sub-assembled products such as motors for our wiper systems and mirrors.

Our supply agreements generally provide for fixed pricing but do not require us to purchase any specified quantities. We have not experienced any significant shortages of raw materials and normally do not carry inventories of raw materials or finished products in excess of those reasonably required to meet production and shipping schedules, as well as service requirements. Steel, aluminum, petroleum-based products, copper, resin, foam, fabrics, wire and wire components comprise the most significant portion of our raw material costs. We

typically purchase steel, copper and petroleum-based products at market prices that are fixed over varying periods of time less than a year. Due to the volatility in pricing over the last several years, we are using tools such as market index pricing and competitive bidding to assist in reducing our overall cost. We continue to closely align our customer pricing and material costs to minimize the impact of steel, copper and petrochemical price fluctuations. Certain component purchases and suppliers are directed by our customers, so we generally will pass through directly to the customer any cost changes from these components. We do not believe we are dependent on a single supplier or limited group of suppliers for our raw materials.

## Customers and Marketing

We sell our products principally to the commercial vehicle OEM truck and construction markets. Approximately 50% and 23% of our 2012 revenues and approximately 47% and 25% of our 2011 revenues were derived from sales to commercial vehicle truck and construction OEMs, respectively, with the remainder of our revenues being generated principally from sales to the aftermarket and OE service and military markets.

The following is a summary of our significant revenues by end market based on final destination customers and markets for each of the three years ended December 31:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Heavy Truck OEM .....	50%	47%	40%
Construction .....	23	25	23
Aftermarket and OE Service .....	13	14	14
Military .....	3	4	9
Bus .....	3	2	3
Agriculture .....	1	1	1
Other .....	<u>7</u>	<u>7</u>	<u>10</u>
Total .....	100%	100%	100%

Our principal customers include PACCAR, Daimler Trucks, Volvo/Mack, Caterpillar, International (Navistar), Deere & Co., Oshkosh Corporation, Komatsu and Škoda. We believe we are an important long-term supplier to all of our customers because of our comprehensive product offerings, leading brand names and product innovation. We have a manufacturing presence in China, and through our marketing efforts there have started to capture business in both the truck and construction markets with customers that include Beiqi Foton Motor Co., Limited, XCMG, Jianghuai Automobile Co., Ltd. (JAC) and others.

The following is a summary of our significant revenues based on customers for the three years ended December 31:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
PACCAR .....	19%	18%	12%
Daimler Trucks .....	15	13	11
Volvo / Mack .....	15	14	11
Caterpillar .....	10	11	12
International (Navistar) .....	7	9	11
Deere & Co. ....	5	4	3
Oshkosh Corporation .....	4	4	8
Komatsu .....	3	3	3
Škoda .....	2	2	2
Other .....	<u>20</u>	<u>22</u>	<u>27</u>
Total .....	100%	100%	100%



Except as set forth in the above table, no other customer accounted for more than 10% of our revenues for the three years ended December 31, 2012.

Our European, Asian, Australian and Mexican operations collectively contributed approximately 21%, 24% and 26% of our revenues for the years ended December 31, 2012, 2011 and 2010, respectively. The change in revenue by geographic location in 2012 is primarily related to the impact of the economic conditions in these regions of the world and its related impact on end market demand.

Our OEM customers generally source business to us pursuant to written contracts, purchase orders or other firm commitments in terms of price, quality, technology and delivery. Awarded business generally covers the supply of all or a portion of a customer's production and service requirements for a particular product program rather than the supply of a specific quantity of products. In general, these contracts, purchase orders and commitments provide that the customer can terminate the contract, purchase order or commitment if we do not meet specified quality, delivery and cost requirements. Although these contracts, purchase orders or other commitments may be terminated at any time by our customers (but not by us), such terminations have been minimal and have not had a material impact on our results of operations. In order to reduce our reliance on any one vehicle model, we produce products for a broad cross section of both new and more established models.

Our contracts with our major OEM customers may provide for an annual prospective productivity cost reduction. These productivity cost reductions are generally calculated on an annual basis as a percentage of the previous year's purchases by each customer. The reduction is achieved through engineering changes, material cost reductions, logistics savings, reductions in packaging cost and labor efficiencies. Historically, most of these cost reductions have been offset by both internal reductions and through the assistance of our supply base, although no assurances can be given that we will be able to achieve such reductions in the future. If the annual productivity cost reduction targets are not achieved, the difference is recovered through prospective price reductions. Our cost structure consists of a high percentage of variable costs that provides us with additional flexibility during economic cycles.

Our sales and marketing efforts with respect to our OEM sales are designed to create overall awareness of our engineering, design and manufacturing capabilities and to enable us to be selected to supply products for new and redesigned models by our OEM customers. Our sales and marketing staff works closely with our design and engineering personnel to prepare the materials used for bidding on new business, as well as to provide a consistent interface between us and our key customers. We currently have sales and marketing personnel located in every major region in which we operate. From time to time, we also participate in industry trade shows and advertise in industry publications.

Our principal customers for our aftermarket sales include OEM dealers and independent wholesale distributors. Our sales and marketing efforts for our aftermarket sales are focused on support of these two distribution chains, as well as participation in industry trade shows and direct contact with major fleets.

### **Backlog**

We do not generally obtain long-term, firm purchase orders from our customers. Rather, our customers typically place annual blanket purchase orders, but these orders do not obligate them to purchase any specific or minimum amount of products from us until a release is issued by the customer under the blanket purchase order. Releases are typically placed within 30 to 90 days of required delivery and may be canceled at any time. We do not believe that our backlog of expected product sales covered by firm purchase orders is a meaningful indicator of future sales since orders may be rescheduled or canceled.

## Competition

Within each of our principal product categories, we compete with a variety of independent suppliers and with OEMs' in-house operations, primarily on the basis of price, breadth of product offerings, product quality, technical expertise, development capability, product delivery and product service. We believe we are one of the only suppliers in the North American commercial vehicle market that can offer complete cab system products, including interior systems (seats, interior trim and flooring systems), mirrors and wire harnesses with the cab structure. A summary of our estimated market position and primary independent competitors is set forth below:

*Seats and Seating Systems.* We believe that we have the number one market position in North America supplying seats and seating systems to the commercial vehicle heavy truck market. We also believe that we have the number one market position in supplying seats and seating systems to commercial vehicles used in the medium/heavy construction equipment industry on a worldwide basis. Our primary independent competitors in the North American commercial vehicle market include Sears Manufacturing Company, Isringhausen, Grammer AG and Seats, Inc., and our primary competitors in the European and Asian commercial vehicle market include Grammer AG, Isringhausen and Tiancheng.

*Electronic Wire Harnesses and Panel Assemblies.* We believe that we are a leading supplier of low—to medium-volume complex, electronic wire harnesses and related assemblies used in the global heavy equipment, commercial vehicle, heavy truck and specialty and military vehicle markets. Our principal competitors for electronic wire harnesses include large diversified suppliers such as Delphi Automotive PLC, Leoni, Nexans SA, PKC Group, Stoneridge and Yazaki as well as many smaller independent companies.

*Trim Systems and Components.* We believe that we have the number one market position in the North American commercial vehicle heavy truck market with respect to our soft interior trim products and a leading presence in the hard interior trim market. We face competition from a number of different competitors with respect to each of our trim system products and components. Overall, our primary independent competitors are ConMet, Inteva, Wilbur, Superior, Trim Masters Inc., Blachford Ltd. and Magna.

*Cab Structures, Sleeper Boxes, Body Panels and Structural Components.* We believe we are a leading non-captive supplier in the North American commercial vehicle heavy truck market with respect to our cab structural components, cab structures, sleeper boxes and body panels. Our principal competitors are Magna, Crenlo, Angus Palm, McLaughlin Body Company and Defiance Metal Products.

*Mirrors, Wipers and Controls.* We believe that we are a leading supplier in the North American commercial vehicle heavy truck market with respect to our windshield wiper systems and mirrors. We face competition from a number of different competitors with respect to each of our principal products in this category. Our principal competitors for mirrors are Hadley, Lang-Mekra and Trucklite, and our principal competitors for windshield wiper systems are Doga, Wexco, Trico and Valeo.

## Research and Development

Our research and development center supports our ability to offer superior quality and technologically advanced products to our customers at competitive prices. From invention and discovery to concept, prototyping and production solutions, we offer industrial engineering, product design, CAE/FEA simulation and testing and evaluation services that are necessary in today's global markets. With our laboratories for virtual driving, acoustics, thermal efficiency, benchmarking, multi-axis durability, biomechanics, comfort, prototyping and process prove-out, we design complete integrated solutions for the end-user (heavy and medium duty trucks, construction and agriculture vehicles and niche vehicles) supporting the fleet manager and the OEM.

We engage in global engineering and research and development activities that improve the reliability, performance and cost-effectiveness of our existing products and support the design and development and testing of new products for existing and new applications.

We work with our customers' engineering and development teams at the beginning of the concept design process for new components and assemblies and systems, or the re-engineering processes for existing components and assemblies, in order to leverage production efficiency and quality. These processes take place well in advance of production. Due to the compressive nature of our business, development time is critical. Our customers are continuously searching for advanced products while maintaining cost, quality and performance deliverables.

Product development cycles are reducing every year and we are staffed with experienced engineers and market leading equipment and technology to support early design involvement that can result in a product that meets or exceeds the customer's design and performance requirements and is more efficient to manufacture. In addition, our ability to support our products and customers with extensive involvement enhances our position for bidding on such business. We work aggressively to ensure that our quality and delivery metrics distinguish us from our competitors by focusing on delivering our customers integrated products that have superior content, comfort and safety.

Consistent with our value-added engineering focus, we place a large emphasis on the relationships with the engineering departments of our customers. These relationships not only help us to identify new business opportunities but also enable us to compete based on the quality of our products and services, rather than exclusively on price.

Research and development costs charged to expense amounted to approximately \$6.4 million for the year ended December 31, 2012.

### **Intellectual Property**

Our principal intellectual property consists of product and process technology, a limited number of U.S. and foreign patents, trade secrets, trademarks and copyrights. Although our intellectual property is important to our business operations and in the aggregate constitutes a valuable asset, we do not believe that any single patent, trade secret, trademark or copyright, or group of patents, trade secrets, trademarks or copyrights is critical to the success of our business. Our policy is to seek statutory protection for all significant intellectual property embodied in patents, trademarks and copyrights.

Our major product brands include CVG™, Sprague Devices®, Moto Mirror®, RoadWatch®, KAB Seating™, National Seating™, Bostrom Seating®, Stratos™, ComforTEK®, FlameTEK™ and Mayflower®. We believe that our brands are valuable and are increasing in value with the growth of our business, but that our business is not dependent on such brands. We own U.S. federal trademark registrations for several of our brands.

### **Seasonality**

OEMs' production requirements can fluctuate as the demand for new vehicles softens during the holiday seasons in North America, Europe, Asia and Australia as OEM manufacturers generally close their production facilities at various times during the year.

### **Employees**

As of December 31, 2012, we had approximately 6,480 permanent employees, of whom approximately 18% were salaried and the remainder were hourly. As of December 31, 2012, approximately 49% of the employees in our North American operations were unionized, and approximately 55% of our employees at our European, Asian and Australian operations were represented by shop steward committees. We did not experience any material strikes, lockouts or work stoppages during 2012 and consider our relationship with our employees to be satisfactory. On an as-needed basis during peak periods, contract and temporary employees are utilized. During periods of weak demand, we respond to reduced volumes through flexible scheduling, furloughs and reductions in force as necessary.

## **Environmental Matters**

We are subject to foreign, federal, state and local laws and regulations governing the protection of the environment and occupational health and safety, including laws regulating air emissions, wastewater discharges, and the generation, storage, handling, use and transportation of hazardous materials; the emission and discharge of hazardous materials into the soil, ground or air; and the health and safety of our colleagues. We are also required to obtain permits from governmental authorities for certain of our operations. We cannot assure you that we are, or have been, in complete compliance with such environment and safety laws, regulations and permits. If we violate or fail to comply with these laws, regulations or permits, we could be fined or otherwise sanctioned by regulators. In some instances, such a fine or sanction could have a material adverse effect on us. We are also subject to laws imposing liability for the cleanup of contaminated property. Under these laws, we could be held liable for costs and damages relating to contamination at our past or present facilities and at third-party sites to which we sent waste containing hazardous substances. The amount of such liability could be material.

Several of our facilities are either certified as, or are in the process of being certified as, ISO 9001, 14000 or 14001 (the international environmental management standard) compliant or are developing similar environmental management systems. Although we have made, and will continue to make, capital expenditures to implement such environmental programs and comply with environmental requirements, we do not expect to make material capital expenditures for environmental controls in the remainder of 2013 or in 2014. The environmental laws to which we are subject have become more stringent over time, and we could incur material costs or expenses in the future to comply with environmental laws.

Certain of our operations generate hazardous substances and wastes. If a release of such substances or wastes occurs at or from our properties, or at or from any offsite disposal location to which substances or wastes from our current or former operations were taken, or if contamination is discovered at any of our current or former properties, we may be held liable for the costs of cleanup and for any other response by governmental authorities or private parties, together with any associated fines, penalties or damages. In most jurisdictions, this liability would arise whether or not we had complied with environmental laws governing the handling of hazardous substances or wastes.

## **Government Regulations**

Although the products we manufacture and supply to commercial vehicle OEMs are not subject to significant government regulation, our business is indirectly impacted by the extensive governmental regulation applicable to commercial vehicle OEMs. These regulations primarily relate to emissions and noise standards imposed by the Environmental Protection Agency (“EPA”), state regulatory agencies, such as the California Air Resources Board (“CARB”), and other regulatory agencies around the world. Commercial vehicle OEMs are also subject to the National Traffic and Motor Vehicle Safety Act and Federal Motor Vehicle Safety Standards promulgated by the National Highway Traffic Safety Administration. Changes in emission standards and other proposed governmental regulations could impact the demand for commercial vehicles and, as a result, indirectly impact our operations. For example, new emission standards governing heavy-duty (Class 8) diesel engines that went into effect in the U.S. on October 1, 2002 and January 1, 2007 resulted in significant purchases of new trucks by fleet operators prior to such date and reduced short term demand for such trucks in periods immediately following such date. New emission standards for truck engines used in Class 5 to 8 trucks imposed by the EPA and CARB became effective in 2010. In 2011, the EPA and National Highway Traffic Safety Administration adopted a program to reduce greenhouse gas emissions and improve the fuel efficiency of medium-and heavy-duty vehicles. These standards will phase in with increasing stringency in each model year from 2014 to 2018. Any changes in EPA or CARB regulations can have an impact on production volumes for new vehicles and, as a result, indirectly impact our operations. To the extent that current or future governmental regulation has a negative impact on the demand for commercial vehicles, our business, financial condition or results of operations could be adversely affected.



**Available Information**

We maintain a website on the Internet at [www.cvgrp.com](http://www.cvgrp.com). We make available free of charge through our website, by way of a hyperlink to a third-party Securities Exchange Commission (SEC) filing website, our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports electronically filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934. Such information is available as soon as such reports are filed with the SEC. Additionally, our Code of Ethics may be accessed within the Investor Relations section of our website. Information found on our website is not part of this Annual Report on Form 10-K or any other report filed with the SEC.

**Executive Officers of Registrant**

The following table sets forth certain information with respect to our executive officers as of March 4, 2013:

<u>Name</u>	<u>Age</u>	<u>Principal Position(s)</u>
Gerald L. Armstrong . . . . .	51	Executive Vice President and President of North & South American Markets
W. Gordon Boyd . . . . .	65	Executive Vice President and President of Indian & Australian Markets
Mervin Dunn . . . . .	59	President, Chief Executive Officer and Director
Kevin R.L. Frailey . . . . .	46	Executive Vice President and President & General Manager of Electrical Systems
Chad M. Utrup . . . . .	40	Executive Vice President, Chief Financial Officer and Secretary

The following biographies describe the business experience of our executive officers:

*Gerald L. Armstrong* has served as President of North & South American Markets since May 2012 and President and General Manager of Cab Systems from December 2008 to May 2012 and as Executive Vice President since March 2011. From November 2006 to December 2008, Mr. Armstrong served as President — CVG Global Truck. From April 2004 to November 2006, Mr. Armstrong served as President — CVG Americas and from July 2002 to April 2004 as Vice President and General Manager of National Seating and KAB North America. Prior to joining us, Mr. Armstrong served from 1995 to 2000 and from 2000 to July 2002 as Vice President and General Manager, respectively, of Gabriel Ride Control Products, a manufacturer of shock absorbers and related ride control products for the automotive and light truck markets, and a wholly-owned subsidiary of ArvinMeritor Inc. Mr. Armstrong began his service with ArvinMeritor Inc., a manufacturer of automotive and commercial vehicle components, modules and systems in 1987, and served in various positions of increasing responsibility within its light vehicle original equipment and aftermarket divisions before starting at Gabriel Ride Control Products. Prior to 1987, Mr. Armstrong held various positions of increasing responsibility including Quality Engineer and Senior Quality Supervisor and Quality Manager with Schlumberger Industries and Hyster Corporation.

*W. Gordon Boyd* has served as President of Indian & Australian markets since October 2012, as President of Asian, European & Australian Markets from May 2012 to October 2012, as President of Seating Systems from January 2010 to May 2012 and as Executive Vice President since March 2011. From December 2008 to January 2010, Mr. Boyd served as Senior Advisor to the Chief Executive Officer. From November 2006 to December 2008, Mr. Boyd served as President — CVG Global Construction. From June 2005 to November 2006, Mr. Boyd served as President — CVG International and prior thereto served as our President — Mayflower Vehicle Systems from the time we completed the acquisition of Mayflower in February 2005. Mr. Boyd joined Mayflower Vehicle Systems U.K. as Manufacturing Director in 1993. In 2002, Mr. Boyd became President and Chief Executive Officer of MVS, Inc.

*Mervin Dunn* has served as a director since August 2004 and as our President and Chief Executive Officer since June 2002, and prior thereto served as the President of Trim Systems, commencing upon his joining us in October 1999. From 1998 to 1999, Mr. Dunn served as the President and Chief Executive Officer of Bliss Technologies, a heavy metal stamping company. From 1988 to 1998, Mr. Dunn served in a number of key leadership roles at Arvin Industries, including Vice President of Operating Systems (Arvin North America), Vice President of Quality, and President of Arvin Ride Control. From 1985 to 1988, Mr. Dunn held several key management positions in engineering and quality assurance at Johnson Controls Automotive Group, an automotive trim company, including Division Quality Manager. From 1980 to 1985, Mr. Dunn served in a number of management positions for engineering and quality departments of Hyster Corporation, a manufacturer of heavy lift trucks. Mr. Dunn also currently serves as a director and a member of the Compensation Committee and Nominating Committee of Transdigm Group, Inc.

*Kevin R.L. Frailey* has served as President and General Manager of Global Electrical Systems since July 2010 and as Executive Vice President since March 2011. From December 2008 to July 2010, Mr. Frailey served as the Executive Vice President and General Manager for Electrical Systems and prior thereto served as the Executive Vice President of Business Development from February 2007 to December 2008. Prior to joining us, Mr. Frailey served as Vice President and General Manager for Joint Ventures and Business Strategy at ArvinMeritor's Emissions Technologies Group from 2003 to early 2007. From 1988 to 2007, Mr. Frailey held several key management positions in engineering, sales and worldwide supplier development at ArvinMeritor. In addition, during that time Mr. Frailey served on the boards of various joint ventures, most notably those of Arvin Sango, Inc. and AD Tech Co., Ltd.

*Chad M. Utrup* has served as the Chief Financial Officer since January 2003 and as an Executive Vice President since January 2009, and prior thereto served as the Vice President of Finance at Trim Systems since 2000. Prior to joining us in February 1998, Mr. Utrup served as a project management group member at Electronic Data Systems. While with Electronic Data Systems, Mr. Utrup's responsibilities included financial support and implementing cost recovery and efficiency programs at various Delphi Automotive Systems support locations. Mr. Utrup currently serves as a director and as chairman of the Audit Committee of Roadrunner Transportation Systems, Inc.

#### **Item 1A. Risk Factors**

You should carefully consider the risks described below before making an investment decision.

If any of these certain risks and uncertainties were to actually occur, our business, financial condition or results of operations could be materially adversely affected. In such case, the trading price of our common stock could decline and you may lose all or part of your investment.

- **The agreement governing our revolving credit facility contains financial covenants, and that agreement and the indenture governing our 7.875% senior secured notes due 2019 (the "7.875% notes") contain other covenants that may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions. If we are unable to comply with these covenants, our business, results of operations and liquidity could be materially and adversely affected.**

We entered into an amended and restated loan and security agreement on April 26, 2011, which amended and restated the loan agreement, dated January 7, 2009 (as amended, the "Loan and Security Agreement"), which governs our revolving credit facility (as amended, the "revolving credit facility"). Under the revolving credit facility, we are required, under certain circumstances, to comply with a fixed charge coverage ratio covenant, as described in more detail under "Management's Discussion and Analysis — Liquidity and Capital Resources — Debt and Credit Facilities — Revolving Credit Facility." We continue to operate in a challenging economic environment, and our ability to comply with the covenants in the Loan and Security Agreement may be affected in the future by economic or business conditions beyond our control. If we do not comply with the financial and

other covenants in the Loan and Security Agreement and we are unable to obtain necessary waivers or amendments from the lender, we would be precluded from borrowing under the Loan and Security Agreement, which could have a material adverse effect on our business, financial condition and liquidity. If we are unable to borrow under the Loan and Security Agreement, we will need to meet our capital requirements using other sources and alternative sources of liquidity may not be available on acceptable terms. In addition, if we do not comply with the financial and other covenants in the Loan and Security Agreement, the lender could declare an event of default under the Loan and Security Agreement, and our indebtedness thereunder could be declared immediately due and payable, which would also result in an event of default under the 7.875% notes. The lender under the Loan and Security Agreement would also have the right in these circumstances to terminate any commitments it has to provide further borrowings. Any of these events would have a material adverse effect on our business, financial condition and liquidity.

In addition, the Loan and Security Agreement contains covenants that, among other things, restrict our ability to:

- incur liens;
- incur or assume additional debt or guarantees or issue preferred stock;
- pay dividends, or make redemptions and repurchases, with respect to capital stock;
- prepay, or make redemptions and repurchases of, subordinated debt;
- make loans and investments;
- make capital expenditures;
- engage in mergers, acquisitions, asset sales, sale/leaseback transactions and transactions with affiliates;
- place restrictions on the ability of subsidiaries to pay dividends or make other payments to the issuer;
- change the business conducted by us or our subsidiaries; and
- amend the terms of subordinated debt.

The indenture governing the 7.875% notes also contain restrictive covenants. The operating and financial restrictions and covenants in this debt agreement and any future financing agreements may adversely affect our ability to finance future operations or capital needs or to engage in other business activities.

- **Our substantial amount of indebtedness may adversely affect our cash flow and our ability to operate our business, remain in compliance with debt covenants and make payments on our indebtedness.**

The aggregate amount of our outstanding indebtedness was \$250.0 million as of December 31, 2012. Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of our indebtedness. Our indebtedness, combined with our lease and other financial obligations and contractual commitments could have other important consequences to our stockholders. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness, including the revolving credit facility and the 7.875% notes, and any failure to comply with the obligations of any of our debt instruments, including financial and other restrictive covenants, could result in an event of default under the revolving credit facility and the indenture governing the 7.875% notes;
- make us more vulnerable to adverse changes in general economic, industry and competitive conditions and adverse changes in government regulation;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate purposes;

- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- limit our ability to borrow additional amounts for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other purposes.

Any of the above listed factors could materially adversely affect our business, financial condition and results of operations.

The agreement governing the revolving credit facility and the indenture governing the 7.875% notes contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debt.

- **Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could harm our business, financial condition and results of operations. We may not be able to refinance or restructure our indebtedness before it becomes due.**

Our ability to pay interest on and principal of the revolving credit facility, the 7.875% notes and to satisfy our other debt obligations will depend principally upon our future operating performance. As a result, prevailing economic conditions and financial, business and other factors, many of which are beyond our control, will affect our ability to make these payments.

Our revolving credit facility is due in 2014, and the 7.875% notes are due in 2019. We may not be able to refinance or restructure our revolving credit facility or our long-term debt before it becomes due. If we do not generate sufficient cash flow from operations to satisfy our debt service obligations, including payments on the revolving credit facility and the 7.875% notes, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of the Loan and Security Agreement and the indenture governing the 7.875% notes, or any agreements governing any future debt instruments, restrict us from adopting some of these alternatives. In addition, any failure to make scheduled payments of interest and principal on our outstanding indebtedness would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness on acceptable terms. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance our obligations at all or on commercially reasonable terms, would have an adverse effect, which could be material, on our business, financial condition and results of operations, as well as on our ability to satisfy our obligations in respect of our long-term debt.

- **Volatility and cyclical in the commercial vehicle market could adversely affect us.**

Our profitability depends in part on the varying conditions in the commercial vehicle market. This market is subject to considerable volatility as it moves in response to cycles in the overall business environment and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled. Sales of commercial vehicles have historically been cyclical, with demand affected by such economic factors as industrial production, construction levels, demand for consumer durable goods, interest rates and fuel costs. For example, North American commercial vehicle sales and production experienced a downturn from 2000 to 2003 due to a confluence of events that included a weak economy, an oversupply of new and used vehicle inventory and lower spending on commercial vehicles and equipment. In addition, North American commercial vehicle sales and production experienced a downturn during 2007 and 2008 as a result of preorders



in 2006 in anticipation of the new EPA emission standards becoming effective in 2007 and general weakness in the North American economy and corresponding decline in the need for heavy truck commercial vehicles to haul freight tonnage in North America, among other factors. These downturns had a material adverse effect on our business during the same periods. North American Class 8 production levels in 2009 were down approximately 42% over 2008 as the overall weakness in the North American economy and credit markets continued to put pressure on the demand for new vehicles. In addition, tightening of credit in financial markets may adversely affect the ability of our customers to obtain financing for significant truck orders. Although North American Class 8 production in 2012 increased approximately 9% over the prior year period, we cannot provide any assurance as to the length or level of the recovery from the recent decline, and any future decline would have an adverse impact on our business and results of operations. Any extended downturn could again materially affect our business and results of operations. We also cannot predict that the industry will follow past cyclical patterns that might include strong preorders in advance of new emissions standards or declines driven by post-EPA standards or economic conditions, and changes in these patterns may adversely affect our business and results of operations.

- **Provisions in our charter documents and Delaware law could discourage potential acquisition proposals, could delay, deter or prevent a change in control and could limit the price certain investors might be willing to pay for our stock.**

Certain provisions of our certificate of incorporation and by-laws may inhibit changes in control of our company not approved by our board of directors. These provisions include:

- a classified board of directors with staggered terms;
- a prohibition on stockholder action through written consents;
- a requirement that special meetings of stockholders be called only by the board of directors;
- advance notice requirements for stockholder proposals and director nominations;
- limitations on the ability of stockholders to amend, alter or repeal the by-laws; and
- the authority of the board of directors to issue, without stockholder approval, preferred stock with such terms as the board of directors may determine and additional shares of our common stock.

We are also afforded the protections of Section 203 of the Delaware General Corporation Law, which would prevent us from engaging in a business combination with a person who becomes a 15% or greater stockholder for a period of three years from the date such person acquired such status unless certain board or stockholder approvals were obtained. These provisions could limit the price that certain investors might be willing to pay in the future for shares of our common stock.

- **Volatility in the commercial vehicle market could result from manmade and natural disasters and other global business disruptions.**

Volatility in the commercial vehicle market could result from manmade and natural disasters and other global business disruptions. Such catastrophic events may disrupt the commercial vehicle supply chain and materially adversely affect global production levels in our industry. The impact from disasters that result in widespread destruction may not be immediately apparent. It is particularly difficult to assess the impact of catastrophic losses on our suppliers and end customers, who themselves may not fully understand the impact of such events on their businesses. Accordingly, there is no assurance that our results of operations will not be materially affected as a result of the impact of future disasters.

- **Our results of operations could be significantly adversely affected by a continuing, or any future, downturn in the U.S. and global economy.**

Demand for our heavy truck products is generally dependent on the number of new heavy truck commercial vehicles manufactured in North America. Historically, the demand for heavy truck commercial vehicles has significantly declined during periods of weakness in the North American economy and the corresponding decline in the need for commercial vehicles to haul freight tonnage in North America.

Demand for our construction products is also dependent on the overall vehicle demand for new commercial vehicles in the global construction equipment market. Demand in the medium/heavy construction equipment market, which is the market in which our products are primarily used, is typically related to the level of larger-scale infrastructure development projects. Demand in the light construction equipment market is typically related to certain economic conditions such as the level of housing construction and other smaller-scale developments and projects. Downturns in the economy are usually accompanied by related declines in infrastructure development and other construction projects.

Accordingly, our results of operations are directly impacted by changes in the U.S. economy and global economic conditions. The substantial downturn in the U.S. and global economies in 2009 significantly lowered demand for our products. This lower demand reduced our revenues by approximately 40% for the year ended December 31, 2009 compared to the prior year period and reduced our operating income. If we experience periods of low demand for our products in the future, it could have a negative impact on our revenues, operating results and financial position. Any prolonged recession could result in lower earnings and reduced cash flow that, over time, could have a material adverse impact on our ability to fund our operations and capital requirements.

- **Economic conditions and disruptions in the credit and financial markets could have an adverse effect on our business, financial condition and results of operations.**

Recently, the financial markets experienced a period of unprecedented turmoil, including the bankruptcy, restructuring or sale of certain financial institutions and the intervention of the U.S. federal government. Disruptions in the credit and financial markets may have a material adverse effect on our liquidity and financial condition if our ability to borrow money to finance our operations were to be impaired. A crisis in the financial markets may also have a material adverse impact on the availability and cost of credit in the future. Our ability to pay our debt or refinance our obligations under the Loan and Security Agreement and the other agreements governing our outstanding indebtedness (including the indenture governing the 7.875% notes) will depend on our future performance, which will be affected by, among other things, prevailing economic conditions. Tightening of credit in financial markets may also adversely affect the ability of our customers to obtain financing for significant truck orders and the ability of our suppliers to provide us with sufficient raw materials for our products. If there is any future tightening of the credit markets, our customers' ability to finance the purchase of new commercial vehicles or our suppliers' ability to provide us with raw materials may be adversely impacted, either of which could adversely affect our business and results of operations.

- **Our profitability could be adversely affected if the actual production volumes for our customers' vehicles are significantly lower than expected.**

We incur costs and make capital expenditures based upon estimates of production volumes for our customers' vehicles. While we attempt to establish a price for our components and systems that will compensate for variances in production volumes, if the actual production of these vehicles is significantly less than anticipated, our gross margin on these products would be adversely affected. We enter into agreements with our customers at the beginning of a given platform's life to supply products for that platform. Once we enter into such agreements, fulfillment of our purchasing requirements is our obligation for the entire production life of the platform, with terms ranging from five to seven years, and we have no provisions to terminate such contracts. We may become committed to supply products to our customers at selling prices that are not sufficient to cover the direct cost to produce such products. We cannot predict our customers' demands for our products either in the aggregate or for particular reporting periods. If customers representing a significant amount of our revenues were to purchase materially lower volumes than expected, it would have a material adverse effect on our business, financial condition and results of operations.

- **Our major OEM customers may exert significant influence over us.**

The commercial vehicle component supply industry has traditionally been highly fragmented and serves a limited number of large OEMs. As a result, OEMs have historically had a significant amount of leverage over their outside suppliers. Our contracts with major OEM customers generally provide for an annual productivity cost reduction. Historically, cost reductions through product design changes, increased productivity and similar programs with our suppliers have generally offset these customer-imposed productivity cost reduction requirements. However, if we are unable to generate sufficient production cost savings in the future to offset price reductions, our gross margin and profitability would be adversely affected. In addition, changes in OEMs' purchasing policies or payment practices could have an adverse effect on our business.

- **We may be unable to successfully implement our business strategy and, as a result, our businesses and financial position and results of operations could be materially and adversely affected.**

Our ability to achieve our business and financial objectives is subject to a variety of factors, many of which are beyond our control. For example, we may not be successful in implementing our strategy if unforeseen factors emerge that diminish the expected growth in the commercial vehicle markets we supply, or we experience increased pressure on our margins. In addition, we may not succeed in integrating strategic acquisitions, and our pursuit of additional strategic acquisitions may lead to resource constraints, which could have a negative impact on our ability to meet customers' demands, thereby adversely affecting our relationships with those customers. As a result of such business or competitive factors, we may decide to alter or discontinue aspects of our business strategy and may adopt alternative or additional strategies. Any failure to successfully implement our business strategy could adversely affect our business, results of operations and growth potential.

Developing product innovations has been and will continue to be a significant part of our business strategy. We believe that it is important that we continue to meet our customers' demands for product innovation, improvement and enhancement, including the continued development of new-generation products, design improvements and innovations that improve the quality and efficiency of our products. However, such development will require us to continue to invest in research and development and sales and marketing. In the future, we may not have sufficient resources to make such necessary investments, or we may be unable to make the technological advances necessary to carry out product innovations sufficient to meet our customers' demands. We are also subject to the risks generally associated with product development, including lack of market acceptance, delays in product development and failure of products to operate properly. We may, as a result of these factors, be unable to meaningfully focus on product innovation as a strategy and may therefore be unable to meet our customers' demands for product innovation.

- **If we are unable to obtain raw materials at favorable prices, it could adversely impact our results of operations and financial condition.**

Numerous raw materials are used in the manufacture of our products. Steel, aluminum, petroleum-based products, copper, resin, foam, fabrics, wire and wire components account for the most significant portion of our raw material costs. Although we currently maintain alternative sources for raw materials, our business is subject to the risk of price increases and periodic delays in delivery. For example, we are currently being assessed surcharges on certain purchases of steel, copper and other raw materials. If we are unable to purchase certain raw materials required for our operations for a significant period of time, our operations would be disrupted, and our results of operations would be adversely affected. In addition, if we are unable to pass on the increased costs of raw materials to our customers, this could adversely affect our results of operations and financial condition.

- **We may be unable to complete additional strategic acquisitions or we may encounter unforeseen difficulties in integrating acquisitions.**

We may pursue additional acquisition targets that will allow us to continue to expand into new geographic markets, add new customers, provide new product, manufacturing and service capabilities and increase penetration with existing customers. However, we expect to face competition for acquisition candidates, which

may limit the number of our acquisition opportunities and may lead to higher acquisition prices. Moreover, acquisitions of businesses may require additional debt financing, resulting in additional leverage. The covenants in the Loan and Security Agreement and the indenture governing the 7.875% notes may further limit our ability to complete acquisitions. There can be no assurance that we will find attractive acquisition candidates or successfully integrate acquired businesses into our existing business. If we fail to complete additional acquisitions, we may have difficulty competing with more thoroughly integrated competitors and our results of operations could be adversely affected. To the extent that we do complete additional acquisitions, if the expected synergies from such acquisitions do not materialize or we fail to successfully integrate such new businesses into our existing businesses, our results of operations could also be adversely affected.

- **We may be adversely impacted by labor strikes, work stoppages and other matters.**

The hourly workforces at our Shadyside, Ohio facility and Mexico operations are unionized. The unionized employees at these facilities represented approximately 49% of our employees in our North American operations as of December 31, 2012. We have experienced limited unionization efforts at certain of our other North American facilities from time to time. In addition, approximately 55% of our employees at our European, Asian and Australian operations were represented by a shop steward committee, which may seek to limit our flexibility in our relationship with these employees. We cannot assure you that we will not encounter future unionization efforts or other types of conflicts with labor unions or our employees.

Many of our OEM customers and their suppliers also have unionized work forces. Work stoppages or slow-downs experienced by OEMs or their other suppliers could result in slow-downs or closures of assembly plants where our products are included in assembled commercial vehicles. In the event that one or more of our customers or their suppliers experience a material work stoppage, such work stoppage could have a material adverse effect on our business.

- **Our businesses are subject to statutory environmental and safety regulations in multiple jurisdictions, and the impact of any changes in regulation and/or the violation of any applicable laws and regulations by our businesses could result in a material and adverse effect on our financial condition and results of operations.**

We are subject to foreign, federal, state, and local laws and regulations governing the protection of the environment and occupational health and safety, including laws regulating air emissions, wastewater discharges, generation, storage, handling, use and transportation of hazardous materials; the emission and discharge of hazardous materials into the soil, ground or air; and the health and safety of our colleagues. We are also required to obtain permits from governmental authorities for certain of our operations. We cannot assure you that we are, or have been, in complete compliance with such environmental and safety laws, regulations and permits. If we violate or fail to comply with these laws, regulations or permits, we could be fined or otherwise sanctioned by regulators. In some instances, such a fine or sanction could have a material and adverse effect on us. The environmental laws to which we are subject have become more stringent over time, and we could incur material expenses in the future to comply with environmental laws. We are also subject to laws imposing liability for the cleanup of contaminated property. Under these laws, we could be held liable for costs and damages relating to contamination at our past or present facilities and at third party sites to which we sent waste containing hazardous substances. The amount of such liability could be material.

Several of our facilities are either certified as, or are in the process of being certified as ISO 9001, 14000, 14001 or TS16949 (the international environmental management standard) compliant or are developing similar environmental management systems. Although we have made, and will continue to make, capital expenditures to implement such environmental programs and comply with environmental requirements, we do not expect to make material capital expenditures for environmental controls in 2013 or 2014. The environmental laws to which we are subject have become more stringent over time, and we could incur material costs or expenses in the future to comply with environmental laws.



Certain of our operations generate hazardous substances and wastes. If a release of such substances or wastes occurs at or from our properties, or at or from any offsite disposal location to which substances or wastes from our current or former operations were taken, or if contamination is discovered at any of our current or former properties, we may be held liable for the costs of cleanup and for any other response by governmental authorities or private parties, together with any associated fines, penalties or damages. In most jurisdictions, this liability would arise whether or not we had complied with environmental laws governing the handling of hazardous substances or wastes.

- **We may be adversely affected by the impact of government regulations on our OEM customers.**

Although the products we manufacture and supply to commercial vehicle OEMs are not subject to significant government regulation, our business is indirectly impacted by the extensive governmental regulation applicable to commercial vehicle OEMs. These regulations primarily relate to emissions and noise standards imposed by the U.S. Environmental Protection Agency (“EPA”), state regulatory agencies in North America, such as the California Air Resources Board (“CARB”), and other regulatory agencies around the world. Commercial vehicle OEMs are also subject to the National Traffic and Motor Vehicle Safety Act and Federal Motor Vehicle Safety Standards promulgated by the National Highway Traffic Safety Administration in the U.S. Changes in emission standards and other proposed governmental regulations could impact the demand for commercial vehicles and, as a result, indirectly impact our operations. For example, new emission standards governing heavy-duty (Class 8) diesel engines that went into effect in the U.S. on October 1, 2002 and January 1, 2007 resulted in significant purchases of new trucks by fleet operators prior to such dates and reduced short term demand for such trucks in periods immediately following such dates. New emission standards for truck engines used in Class 5 to 8 trucks imposed by the EPA and CARB became effective in 2010. In 2011, the EPA and National Highway Traffic Safety Administration adopted a program to reduce greenhouse gas emissions and improve the fuel efficiency of medium-and heavy-duty vehicles. These standards will phase in with increasing stringency in each model year from 2014 to 2018. To the extent that current or future governmental regulation has a negative impact on the demand for commercial vehicles, our business, financial condition or results of operations could be adversely affected.

- **Our customer base is concentrated and the loss of business from a major customer or the discontinuation of particular commercial vehicle platforms could reduce our revenues.**

Sales to PACCAR, Daimler Truck, Volvo/Mack, Caterpillar, International (Navistar), Deere & Co. and Oshkosh Corporation accounted for approximately 19%, 15%, 15%, 10%, 7%, 5% and 4%, respectively, of our revenue in 2012, and our ten largest customers accounted for approximately 79% of our revenue in 2012. The loss of any of our largest customers or the loss of significant business from any of these customers could have a material adverse effect on our business, financial condition and results of operations. Even though we may be selected as the supplier of a product by an OEM for a particular vehicle, our OEM customers issue blanket purchase orders which generally provide for the supply of that customer’s annual requirements for that vehicle, rather than for a specific number of our products. If the OEM’s requirements are less than estimated, the number of products we sell to that OEM will be accordingly reduced. In addition, the OEM may terminate its purchase orders with us at any time.

- **Currency exchange rate fluctuations could have an adverse effect on our revenues and results of operations.**

We have operations in Europe, Asia, Australia and Mexico, which accounted in the aggregate for approximately 21% of our revenues in 2012. As a result, we generate a significant portion of our sales and incur a significant portion of our expenses in currencies other than the U.S. dollar. To the extent that we are unable to match revenues received in foreign currencies with costs paid in the same currency, exchange rate fluctuations in any such currency could have an adverse effect on our financial results.

- **We are subject to certain risks associated with our foreign operations.**

We have operations in Europe, Asia, Australia and Mexico, which accounted in the aggregate for approximately 21%, 24% and 26% of our total revenues for the years ended December 31, 2012, 2011 and 2010, respectively. There are certain risks inherent in our international business activities including, but not limited to:

- the difficulty of enforcing agreements and collecting receivables through certain foreign legal systems;
- foreign customers, who may have longer payment cycles than customers in the U.S.;
- tax rates in certain foreign countries, which may exceed those in the U.S. withholding requirements or the imposition of tariffs, exchange controls or other restrictions, including restrictions on repatriation, on foreign earnings;
- intellectual property protection difficulties;
- general economic and political conditions in countries where we operate, which may have an adverse effect on our operations in those countries;
- the difficulties associated with managing a large organization spread throughout various countries; and
- complications in complying with a variety of foreign laws and regulations, which may conflict with U.S. law.

As we continue to expand our business on a global basis, we are increasingly exposed to these risks. Our success will be dependent, in part, on our ability to anticipate and effectively manage these and other risks associated with foreign operations. We cannot assure you that these and other factors will not have a material adverse effect on our international operations or our business, financial condition or results of operations as a whole.

- **Our inability to compete effectively in the highly competitive commercial vehicle component supply industry could result in lower prices for our products, reduced gross margins and loss of market share, which could have an adverse effect on our revenues and operating results.**

The commercial vehicle component supply industry is highly competitive. Some of our competitors are companies, or divisions or subsidiaries of companies that are larger and have greater financial and other resources than we do. In some cases, we compete with divisions of our OEM customers. For example, the closing of our Norwalk, Ohio truck cab assembly facility in 2010 was a result of Navistar's decision to insource the cab assembly operations that we performed in that facility into its existing assembly facility in Escobedo, Mexico. Our products primarily compete on the basis of price, breadth of product offerings, product quality, technical expertise and development capability, product delivery and product service. Increased competition may lead to price reductions resulting in reduced gross margins and loss of market share.

Current and future competitors may make strategic acquisitions or establish cooperative relationships among themselves or with others, foresee the course of market development more accurately than we do, develop products that are superior to our products, produce similar products at lower cost than we can or adapt more quickly to new technologies, industry or customer requirements. By doing so, they may enhance their ability to meet the needs of our customers or potential future customers. These developments could limit our ability to obtain revenues from new customers and to maintain existing revenues from our customer base. We may not be able to compete successfully against current and future competitors and the failure to do so may have a material adverse effect on our business, operating results and financial condition.

- **Our products may be rendered less attractive by changes in competitive technologies.**

Changes in competitive technologies may render certain of our products less attractive. Our ability to anticipate changes in technology and to successfully develop and introduce new and enhanced products on a

timely basis will be a significant factor in our ability to remain competitive. There can be no assurance that we will be able to achieve the technological advances that may be necessary for us to remain competitive. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly.

- **If we are unable to recruit or retain skilled personnel, or if we lose the services of any of our key management personnel, our business, operating results and financial condition could be materially adversely affected.**

Our future success depends on our continuing ability to attract, train, integrate and retain highly skilled personnel. Competition for these employees is intense. We may not be able to retain our current key employees or attract, train, integrate or retain other highly skilled personnel in the future. Our future success also depends in large part on the continued service of key management personnel, particularly our key executive officers. If we lose the services of one or more of these individuals or other key personnel, or if we are unable to attract, train, integrate and retain the highly skilled personnel we need, our business, operating results and financial condition could be materially adversely affected.

In March 2013, Mervin Dunn announced that he will retire as our President and Chief Executive Officer and resign as a director in 2013. Our board of directors has initiated a search for a successor Chief Executive Officer and director, which will include internal candidates, but, to date, has not identified a successor. While Mr. Dunn has agreed to continue to serve as President and Chief Executive Officer and as a director until his successor is named, if we are unable to identify a suitable candidate to succeed him, or if we are unable successfully manage the search process or effect a smooth transition of his responsibilities to his successor, our business could be adversely affected.

- **We have only limited protection for our proprietary rights in our intellectual property, which makes it difficult to prevent third parties from infringing upon our rights.**

Our success depends to a certain degree on our ability to protect our intellectual property and to operate without infringing on the proprietary rights of third parties. While we have been issued patents and have registered trademarks with respect to many of our products, our competitors could independently develop similar or superior products or technologies, duplicate our designs, trademarks, processes or other intellectual property or design around any processes or designs on which we have or may obtain patents or trademark protection. In addition, it is possible that third parties may have or acquire licenses for other technology or designs that we may use or desire to use, so that we may need to acquire licenses to, or to contest the validity of, such patents or trademarks of third parties. Such licenses may not be made available to us on acceptable terms, if at all, and we may not prevail in contesting the validity of third party rights.

In addition to patent and trademark protection, we also protect trade secrets, know-how and other confidential information against unauthorized use by others or disclosure by persons who have access to them, such as our employees, through contractual arrangements. These arrangements may not provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. If we are unable to maintain the proprietary nature of our technologies, our revenues could be materially adversely affected.

- **Our products may be susceptible to claims by third parties that our products infringe upon their proprietary rights.**

As the number of products in our target markets increases and the functionality of these products further overlaps, we may become increasingly subject to claims by a third party that our technology infringes such party's proprietary rights. Regardless of their merit, any such claims could be time consuming and expensive to defend, may divert management's attention and resources, could cause product shipment delays and could

require us to enter into costly royalty or licensing agreements. If successful, a claim of infringement against us and our inability to license the infringed or similar technology and/or product could have a material adverse effect on our business, operating results and financial condition.

- **The market price of our common stock may continue to be extremely volatile.**

Our stock price has fluctuated since our initial public offering in August 2004. The trading price of our common stock is subject to significant fluctuations in response to variations in quarterly operating results, including foreign currency exchange fluctuations, the gain or loss of significant orders, changes in earnings estimates by analysts, announcements of technological innovations or new products by us or our competitors, general conditions in the commercial vehicle industry and other events or factors. In addition, the equity markets in general have recently experienced significant disruptions which have caused substantial volatility in the market price for many companies in industries similar or related to that of ours and which have been unrelated to the operating performance of these companies. These market fluctuations may have affected and may continue to affect the market price of our common stock.

- **Our operating results, revenues and expenses may fluctuate significantly from quarter-to-quarter or year-to-year, which could have an adverse effect on the market price of our common stock.**

For a number of reasons, including but not limited to, those described below, our operating results, revenues and expenses have in the past varied and may in the future vary significantly from quarter-to-quarter or year-to-year. These fluctuations could have an adverse effect on the market price of our common stock.

*Fluctuations in Quarterly or Annual Operating Results.* Our operating results may fluctuate as a result of:

- the size, timing, volume and execution of significant orders and shipments;
- changes in the terms of our sales contracts;
- the timing of new product announcements;
- changes in our pricing policies or those of our competitors;
- market acceptance of new and enhanced products;
- the length of our sales cycles;
- changes in our operating expenses;
- personnel changes;
- new business acquisitions;
- changes in foreign currency exchange rates; and
- seasonal factors.

*Limited Ability to Adjust Expenses.* We base our operating expense budgets primarily on expected revenue trends. Certain of our expenses are relatively fixed and as such we may be unable to adjust expenses quickly enough to offset any unexpected revenue shortfall. Accordingly, any shortfall in revenue may cause significant variation in operating results in any quarter or year.

Based on the above factors, we believe that quarter-to-quarter or year-to-year comparisons of our operating results may not be a good indication of our future performance. It is possible that in one or more future quarters or years, our operating results may be below the expectations of public market analysts and investors. In that event, the trading price of our common stock may be adversely affected.



- **We may be subject to product liability claims, recalls or warranty claims, which could be expensive, damage our reputation and result in a diversion of management resources.**

As a supplier of products and systems to commercial vehicle OEMs, we face an inherent business risk of exposure to product liability claims in the event that our products, or the equipment into which our products are incorporated, malfunction and result in personal injury or death. Product liability claims could result in significant losses as a result of expenses incurred in defending claims or the award of damages.

In addition, we may be required to participate in recalls involving systems or components sold by us if any prove to be defective, or we may voluntarily initiate a recall or make payments related to such claims as a result of various industry or business practices or the need to maintain good customer relationships. Such a recall would result in a diversion of management resources. While we do maintain product liability insurance, we cannot assure you that it will be sufficient to cover all product liability claims, that such claims will not exceed our insurance coverage limits or that such insurance will continue to be available on commercially reasonable terms, if at all. Any product liability claim brought against us could have a material adverse effect on our results of operations.

Moreover, we warrant the workmanship and materials of many of our products under limited warranties and have entered into warranty agreements with certain OEMs that warranty certain of our products in the hands of these OEMs' customers, in some cases for as long as seven years. Accordingly, we are subject to risk of warranty claims in the event that our products do not conform to our customers' specifications or, in some cases in the event that our products do not conform to their customers' expectations. It is possible for warranty claims to result in costly product recalls, significant repair costs and damage to our reputation, all of which would adversely affect our results of operations.

- **Equipment failures, delays in deliveries or catastrophic loss at any of our facilities could lead to production or service curtailments or shutdowns.**

We manufacture or assemble our products at facilities in North America, Europe, Asia and Australia. An interruption in production or service capabilities at any of these facilities as a result of equipment failure or other reasons could result in our inability to produce our products, which could reduce our net revenues and earnings for the affected period. In the event of a stoppage in production at any of our facilities, even if only temporary, or if we experience delays as a result of events that are beyond our control, delivery times to our customers could be severely affected. Any significant delay in deliveries to our customers could lead to increased returns or cancellations and cause us to lose future revenues. Our facilities are also subject to the risk of catastrophic loss due to unanticipated events such as fires, explosions or violent weather conditions. We may experience plant shutdowns or periods of reduced production as a result of equipment failure, delays in deliveries or catastrophic loss, which could have a material adverse effect on our business, results of operations or financial condition.

- **Our inability to successfully execute any planned cost reductions, restructuring initiatives or the achievement of operational efficiencies could result in the incurrence of additional costs and expenses that could adversely affect our reported earnings.**

As part of our business strategy, we continuously seek ways to lower costs, improve manufacturing efficiencies and increase productivity and intend to apply this strategy to those operations acquired through acquisitions. We may be unsuccessful in achieving these objectives which could adversely affect our operating results and financial condition. In addition, we may incur restructuring charges in the future and such charges could adversely affect our operating results and financial condition.

- **Our earnings may be adversely affected by changes to the carrying values of our tangible and intangible assets as a result of recording any impairment charges deemed necessary.**

We are required to perform impairment tests whenever events and circumstances indicate the carrying value may not be recoverable. Significant and unanticipated changes in circumstances, such as the general economic

environment, changes or downturns in our industry as a whole, termination of any of our customer contracts, restructuring efforts and general workforce reductions, may result in a charge for impairment that can materially and adversely affect our reported net income and our stockholders' equity.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our corporate office is located in New Albany, Ohio. Several of our manufacturing facilities are located near our OEM customers to reduce our distribution costs, reduce risk of interruptions in our delivery schedule, further improve customer service and provide our customers with reliable delivery of products and services. The following table provides selected information regarding our principal facilities as of December 31, 2012:

<u>Location</u>	<u>Primary Product/Function</u>	<u>Approximate Square Footage</u>	<u>Ownership Interest</u>
Piedmont, Alabama	Seats & Mirrors	190,000 sq. ft.	Owned
Douglas, Arizona	Warehouse	20,000 sq. ft.	Leased
Dalton, Georgia	Trim & Warehouse	97,000 sq. ft.	Leased
Monona, Iowa	Wire Harness Assembly	62,000 sq. ft.	Owned
Edgewood, Iowa	Wire Harness Assembly	36,000 sq. ft.	Leased
Dekalb, Illinois	Wire Harness Assembly	60,000 sq. ft.	Leased
Michigan City, Indiana	Wipers, Switches	87,000 sq. ft.	Leased
Wixom, Michigan	Engineering	3,000 sq. ft.	Leased
Kings Mountain, North Carolina	Cab, Sleeper Box, Assembly	180,000 sq. ft.	Owned
Statesville, North Carolina	Interior Trim	117,000 sq. ft.	Leased
Concord, North Carolina	Injection Molding	152,000 sq. ft.	Leased
Norwalk, Ohio	Idle	340,000 sq. ft.	Owned / Leased
Shadyside, Ohio	Stamping of Steel and Aluminum Structural and Exposed Stamped Components	200,000 sq. ft.	Owned
Chillicothe, Ohio	Interior Trim & Warehouse	74,000 sq. ft.	Owned / Leased
New Albany, Ohio	Corporate Headquarters / R&D	89,000 sq. ft.	Leased
Tigard, Oregon	Interior Trim & Warehouse	90,000 sq. ft.	Leased
Vonore, Tennessee	Seats, Mirrors & Warehouse	235,000 sq. ft.	Owned / Leased
Dublin, Virginia	Interior Trim & Warehouse	121,000 sq. ft.	Owned / Leased
Agua Prieta, Mexico	Wire Harness Assembly	225,000 sq. ft.	Leased
Saltillo, Mexico	Interior Trim & Seats	160,000 sq. ft.	Leased
Northampton, United Kingdom	Seats	210,000 sq. ft.	Leased

<u>Location</u>	<u>Primary Product/Function</u>	<u>Approximate Square Footage</u>	<u>Ownership Interest</u>
Brisbane, Australia	Seat Assembly	29,000 sq. ft.	Leased
Sydney, Australia	Seat Assembly	25,000 sq. ft.	Leased
Shanghai, China	Seats / R&D	109,000 sq. ft.	Leased
Beijing, China	Seat Assembly	20,000 sq. ft.	Leased
Xuzhou, China	Warehouse	11,000 sq. ft.	Leased
Brandys nad Orlici, Czech Republic	Seats	94,000 sq. ft.	Owned
Liberec, Czech Republic	Wire Harness Assembly	104,000 sq. ft.	Leased
Baska (State of Gujarat) India	Seat Assembly	16,800 sq. ft.	Leased
Pune (State of Maharashtra), India	Seat Assembly	21,000 sq. ft.	Leased
Dharwad (State of Karnataka), India	Seat Assembly	15,500 sq. ft.	Leased
Kamyanets-Podilsky, Ukraine	Wire Harness Assembly	46,000 sq. ft.	Leased
L'viv, Ukraine	Wire Harness Assembly	86,000 sq. ft.	Leased

We also have leased sales and service offices located in the U.S., Belgium, Australia, Sweden, Czech Republic and France. Our owned domestic facilities are subject to liens securing our obligations under our revolving credit facility and 7.875% senior secured notes due 2019. See Note 8 to our audited consolidated financial statements in Item 8 in this Annual Report on Form 10-K.

Utilization of our facilities varies with North American, European, Asian and Australian commercial vehicle production and general economic conditions in such regions. All locations are principally used for manufacturing or assembly, except for our Wixom, Michigan and New Albany, Ohio facilities, which are administrative offices, and our leased warehouse facilities in Douglas, Arizona; Dalton, Georgia; Chillicothe, Ohio; Tigard, Oregon; Vonore, Tennessee; Dublin, Virginia and Xuzhou, China.

### **Item 3. *Legal Proceedings***

We are subject to various legal proceedings and claims arising in the ordinary course of business, including, but not limited to, customer and supplier disputes and product liability claims arising out of the conduct of our businesses and examinations by the Internal Revenue Service (“IRS”). The IRS routinely examines our federal income tax returns and, in the course of those examinations, the IRS may propose adjustments to our federal income tax liability reported on such returns. It is our practice to defend those proposed adjustments that we deem lacking merit. We are not involved in any litigation at this time in which we expect that an unfavorable outcome of the proceedings will have a material adverse effect on our financial position, results of operations or cash flows.

### **Item 4. *Mine Safety Disclosures***

Not applicable.

## PART II

### Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Our common stock is traded on the NASDAQ Global Select Market under the symbol "CVGI." The following table sets forth the high and low sale prices for our common stock, for the periods indicated as regularly reported by the NASDAQ Global Select Market:

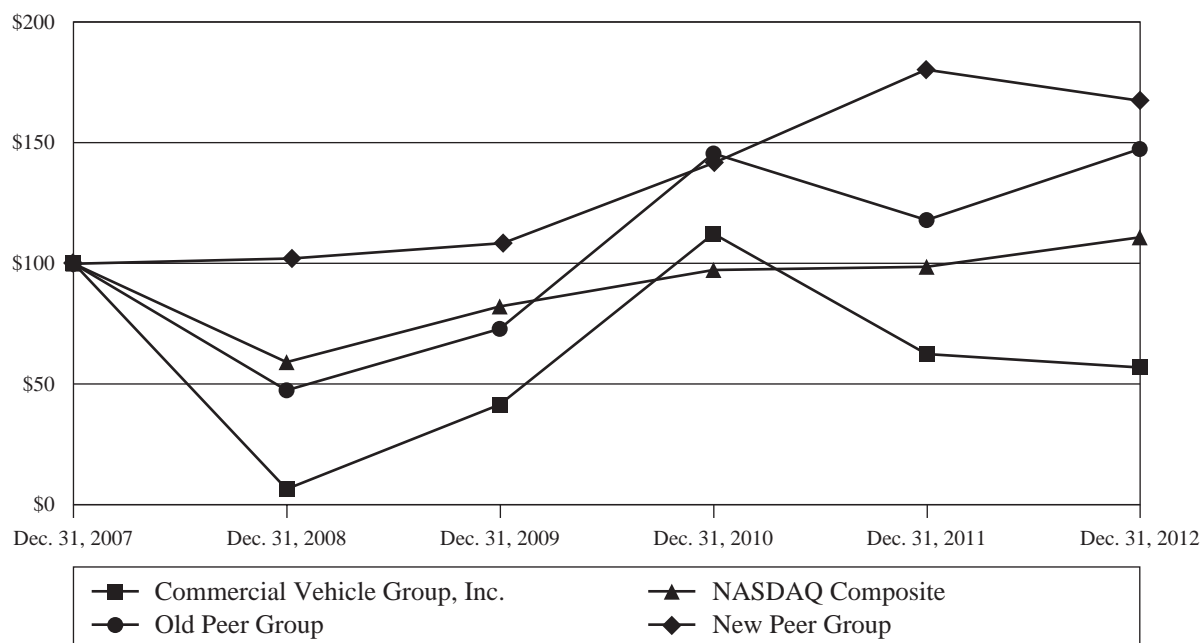
	<u>High</u>	<u>Low</u>
Year Ended December 31, 2012:		
Fourth Quarter .....	\$ 8.98	\$ 6.69
Third Quarter .....	\$ 9.75	\$ 7.27
Second Quarter .....	\$12.95	\$ 7.83
First Quarter .....	\$14.00	\$ 9.01
Year Ended December 31, 2011:		
Fourth Quarter .....	\$11.88	\$ 5.95
Third Quarter .....	\$15.08	\$ 5.65
Second Quarter .....	\$19.00	\$13.03
First Quarter .....	\$19.62	\$14.00

As of March 4, 2013, there were 169 holders of record of our outstanding common stock.

We have not declared or paid any dividends to the holders of our common stock in the past and do not anticipate paying dividends in the foreseeable future. Any future payment of dividends is within the discretion of the Board of Directors and will depend upon, among other factors, the capital requirements, operating results and financial condition of CVG. In addition, our ability to pay cash dividends is limited under the terms of the Loan and Security Agreement and the indenture governing the 7.875% notes, as described in more detail under "Management's Discussion and Analysis — Liquidity and Capital Resources — Debt and Credit Facilities."



The following graph compares the cumulative five-year total return to holders of Commercial Vehicle Group, Inc.'s common stock to the cumulative total returns of the NASDAQ Composite Index and two peer groups: a New Peer Group that includes Meritor Inc., WABCO Holdings, Inc., Titan International Inc., Modine Manufacturing Co., EnPro Industries Inc., Accuride Corporation, Stoneridge Inc., Altra Holdings Inc., L.B. Foster Company, Cascade Corp, Fuel Systems Technologies Inc., Core Molding Technologies Inc. and Williams Controls Inc. and an Old Peer Group that includes Accuride Corp., Cummins Inc., Eaton Corp., Meritor Inc. and Stoneridge Inc. We no longer include Cummins Inc. and Eaton Corp in our New Peer Group and we added WABCO Holdings, Inc., Titan International Inc., Modine Manufacturing Co., EnPro Industries, Altra Holdings Inc., L.B. Foster Company, Cascade Corp, Fuel Systems Technologies Inc., Core Molding Technologies Inc. and Williams Controls Inc. to the New Peer Group as we believe these companies are more comparable to us. The graph assumes that the value of the investment in the Company's common stock, in the peer group and the index (including reinvestment of dividends) was \$100 on December 31, 2007 and tracks it through December 31, 2012.



\* Based on \$100 invested on December 31, 2007 in stock or index, including reinvestment of dividends.

	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12
Commercial Vehicle Group, Inc.	100.00	6.41	41.31	112.07	62.34	56.62
NASDAQ Composite	100.00	59.03	82.25	97.32	98.63	110.78
Old Peer Group	100.00	47.32	72.82	145.56	117.93	147.31
New Peer Group	100.00	102.20	108.54	141.92	180.29	167.65

The information in the graph and table above is not "soliciting material," is not deemed "filed" with the Securities and Exchange Commission and is not to be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this annual report, except to the extent that we specifically incorporate such information by reference.

The following table sets forth information in connection with purchases made by, or on behalf of, us or any affiliated purchaser, of shares of our common stock during the quarterly period ended December 31, 2012:

	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (October 1, 2012 through October 31, 2012) .....	161,729	\$7.37	—	—
Month #2 (November 1, 2012 through November 30, 2012) .....	—	—	—	—
Month #3 (December 1, 2012 through December 31, 2012) .....	—	—	—	—
Total .....	161,729	\$7.37	—	—

We did not repurchase any of our common stock on the open market as part of a stock repurchase program during the fourth quarter of 2012. However, our employees surrendered 163,284 shares of our common stock in 2012 to satisfy tax withholding obligations on the vesting of restricted stock awards issued under our Fourth Amended and Restated Equity Incentive Plan.

#### Unregistered Sales of Equity Securities

We did not sell any equity securities during 2012 that were not registered under the Securities Act of 1933, as amended.

**Item 6. Selected Financial Data**

The following table sets forth selected consolidated financial data regarding our business and certain industry information and should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K.

*Material Events Affecting Financial Statement Comparability:*

Our acquisitions of Bostrom Seating (“Bostrom”) and Stratos Seating (“Stratos”) in 2011 materially impacted our results of operations and as a result, our consolidated financial statements for the years ended December 31, 2012 and 2011 are not comparable to the results of the prior periods presented without consideration of the information provided in Note 4 to our consolidated financial statements contained in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2011.

	Years Ended December 31,				
	2012	2011	2010	2009	2008
	(Dollars in thousands, except share and per share data)				
<b>Statement of Operations Data:</b>					
Revenues	\$857,916	\$832,022	\$597,779	\$458,569	\$ 763,489
Cost of revenues	<u>741,378</u>	<u>716,430</u>	<u>522,982</u>	<u>448,912</u>	<u>689,284</u>
Gross profit	116,538	115,592	74,797	9,657	74,205
Selling, general and administrative expenses	71,949	65,521	56,111	47,874	62,764
Amortization expense	493	346	240	389	1,379
Gain on sale of long-lived asset	—	—	—	—	(6,075)
Goodwill and intangible asset impairment	—	—	—	30,135	207,531
Long-lived asset impairment	—	—	—	17,272	—
Restructuring costs	<u>—</u>	<u>669</u>	<u>1,730</u>	<u>3,651</u>	<u>—</u>
Operating income (loss)	44,096	49,056	16,716	(89,664)	(191,394)
Other expense (income)	69	353	(4,780)	(11,119)	13,945
Interest expense	20,945	19,570	16,834	15,133	15,389
Loss on early extinguishment of debt	—	7,448	—	1,254	—
Expense relating to debt exchange	<u>—</u>	<u>—</u>	<u>—</u>	<u>2,902</u>	<u>—</u>
Income (loss) before (benefit) provision for income taxes	23,082	21,685	4,662	(97,834)	(220,728)
(Benefit) provision for income taxes	<u>(26,948)</u>	<u>3,095</u>	<u>(1,825)</u>	<u>(16,299)</u>	<u>(13,969)</u>
Net income (loss)	<u>50,030</u>	<u>18,590</u>	<u>6,487</u>	<u>(81,535)</u>	<u>(206,759)</u>
Less: Non-controlling interest in subsidiary’s loss	(47)	(15)	—	—	—
Net income (loss) attributable to CVG stockholders	<u>\$ 50,077</u>	<u>\$ 18,605</u>	<u>\$ 6,487</u>	<u>\$ (81,535)</u>	<u>\$ (206,759)</u>
Income (loss) per share attributable to common stockholders:					
Basic	\$ 1.77	\$ 0.67	\$ 0.25	\$ (3.74)	\$ (9.58)
Diluted	\$ 1.76	\$ 0.66	\$ 0.24	\$ (3.74)	\$ (9.58)
Weighted average common shares outstanding:					
Basic	28,230	27,848	26,247	21,811	21,579
Diluted	28,428	28,190	26,994	21,811	21,579

	Years Ended December 31,				
	2012	2011	2010	2009	2008
	(Dollars in thousands, except share and per share data)				
<b>Balance Sheet Data (at end of each period):</b>					
Working capital (current assets less current liabilities) .....	\$195,318	\$193,783	\$116,077	\$ 75,785	\$ 87,669
Total assets .....	439,665	406,884	286,207	250,509	354,761
Total liabilities, excluding debt .....	123,357	144,109	121,332	125,630	145,924
Total debt .....	250,000	250,000	164,987	162,644	164,895
Total CVG stockholders' equity (deficit) .....	66,286	12,766	(112)	(37,765)	43,942
Total non-controlling interest .....	22	9	—	—	—
Total stockholders' equity (deficit) .....	66,308	12,775	(112)	(37,765)	43,942
<b>Other Data:</b>					
Net cash provided by (used in):					
Operating activities .....	\$ 24,049	\$ 7,794	\$ 17,563	\$ 18,181	\$ 9,743
Investing activities .....	(42,759)	(32,376)	(9,955)	(7,745)	(10,134)
Financing activities .....	(1,178)	70,930	24,730	(5,616)	5,043
Depreciation and amortization .....	14,067	12,576	11,564	16,667	19,062
Capital expenditures, net .....	18,641	22,291	10,645	6,140	12,523
North American Heavy-duty (Class 8) Truck					
Production (units) (1) .....	279,000	255,000	154,000	118,000	206,000

(1) Source: *ACT N.A. Commercial Vehicle OUTLOOK* (February 2013).

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*You should read the following discussion and analysis in conjunction with the information set forth under "Item 6 — Selected Financial Data" and our consolidated financial statements and the notes thereto included in Item 8 in this Annual Report on Form 10-K. The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. See "Forward-Looking Information" on page ii of this Annual Report on Form 10-K. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under "Item 1A — Risk Factors." Our actual results may differ materially from those contained in or implied by any forward-looking statements.*

### **Company Overview**

We are a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the heavy-duty (Class 8) truck market, the medium — and heavy-construction vehicle markets, military, bus and agriculture markets, the specialty transportation markets and recreational (ATV/UTV) markets. Our products include static and suspension seat systems, electronic wire harness assemblies, control and switches, cab structures and components, interior trim systems (including instrument panels, door panels, headliners, cabinetry and floor systems), interior and exterior finishes and mirrors and wiper systems specifically designed for applications in commercial vehicles.

We are differentiated from suppliers to the automotive industry by our ability to manufacture low volume customized products on a sequenced basis to meet the requirements of our customers. We believe that we have the number one or two position in several of our major markets and that we are one of the only suppliers in the North American commercial vehicle market that can offer complete cab systems, including cab body assemblies, sleeper boxes, seats, interior trim, flooring, wire harnesses, panel assemblies and other structural components. We believe our products are used by a majority of the North American heavy truck and certain leading global construction OEMs, which we believe creates an opportunity to cross-sell our products and offer a full range of cab related products and systems.

Demand for our heavy truck products is generally dependent on the number of new heavy truck commercial vehicles manufactured in North America, which in turn is a function of general economic conditions, interest rates, changes in governmental regulations, consumer spending, fuel costs and our customers' inventory levels and production rates. New heavy truck commercial vehicle demand has historically been cyclical and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled by commercial vehicles. During 2007, the demand for North American Class 8 heavy trucks experienced a downturn as a result of preorders in 2006 and general weakness in the North American economy and corresponding decline in the need for commercial vehicles to haul freight tonnage in North America. The demand for new heavy truck commercial vehicles in 2008 was similar to 2007 levels as weakness in the overall North American economy continued to impact production related orders. The overall weakness in the North American economy and credit markets continued to put pressure on the demand for new vehicles in 2009 as reflected in the 42% decline of North American Class 8 production levels from 2008. We believe this general weakness has contributed to the reluctance of trucking companies to invest in new truck fleets. In 2010, North American Class 8 production levels increased approximately 30% over the prior year period, indicating a recovery in the heavy truck market. This recovery continued into 2011 as North American Class 8 production levels increased approximately 66% from 2010. The North American Class 8 market showed a modest increase in 2012 as production levels increased approximately 9% over 2011. According to a February 2013 report by ACT Research, a publisher of industry market research, North American Class 8 production levels are expected to increase from 279,000 in 2012, peak at 307,000 in 2014 after a decline in 2013, decline to 234,000 in 2016 and increase to 273,000 in 2017. We believe the demand for new Class 8 vehicles will be driven by several factors, including growth in freight volumes and the replacement of aging vehicles. ACT forecasts that the total U.S. freight composite will increase from 12.3 trillion in 2012 to 15.0 trillion in 2017. ACT estimates that the average



age of active U.S. Class 8 trucks is 6.6 years in 2012, down slightly from 6.7 years in 2011, which was the highest average vehicle age over the previous 13 years. As vehicles age, their maintenance costs typically increase. ACT forecasts that the vehicle age will decline as aging fleets are replaced.

In 2012, approximately 49% of our revenue was generated from sales to North American heavy-duty truck OEMs. Our remaining revenue in 2012 was primarily derived from sales to OEMs in the global construction market, European truck market, aftermarket, OE service organizations, military market and other commercial vehicle and specialty markets. Demand for our products is also driven to a significant degree by preferences of the end-user of the commercial vehicle, particularly with respect to heavy-duty (Class 8) trucks. Unlike the automotive industry, commercial vehicle OEMs generally afford the ultimate end-user the ability to specify many of the component parts that will be used to manufacture the commercial vehicle, including a wide variety of cab interior styles and colors, the brand and type of seats, type of seat fabric and color and specific mirror styling. In addition, certain of our products are only utilized in heavy-duty (Class 8) trucks, such as our storage systems, sleeper boxes, sleeper bunks and privacy curtains, and, as a result, changes in demand for heavy-duty (Class 8) trucks or the mix of options on a vehicle can have a greater impact on our business than changes in the overall demand for commercial vehicles. To the extent that demand for higher content vehicles increases or decreases, our revenues and gross profit will be impacted positively or negatively.

Demand for our construction products is dependent on the overall vehicle demand for new commercial vehicles in the global construction equipment market and generally follows certain economic conditions around the world. Our products are primarily used in the medium/heavy construction equipment markets (weighing over 12 metric tons). Demand in the medium/heavy construction equipment market is typically related to the level of larger scale infrastructure development projects such as highways, dams, harbors, hospitals, airports and industrial development, as well as activity in the mining, forestry and other raw material based industries. During 2009, we experienced a significant decline in global construction equipment production levels as a result of the global economic downturn and related reduction in new equipment orders. During 2010 and 2011, the global construction market showed signs of recovery, which continued into the first half of 2012 followed by an overall decline in the market after a lower than expected second half of 2012.

Along with the U.S., we have operations in Europe, Asia, Australia and Mexico. Our operating results are, therefore, impacted by exchange rate fluctuations to the extent we translate our foreign operations from their local currencies into U.S. dollars. Changes in these foreign currencies as compared to the U.S. dollar resulted in an approximately \$4.2 million decrease in our revenues in 2012 as compared to 2011 and changes to these foreign currencies as compared to the U.S. dollar resulted in an approximately \$9.7 million increase in our revenues in 2011 as compared to 2010. Because our costs were generally impacted to the same degree as our revenue, this exchange rate fluctuation did not have a material impact on our net income in 2012 as compared to 2011 and in 2011 as compared to 2010.

We continuously seek ways to improve our operating performance by lowering costs. These efforts include, but are not limited to, the following:

- adjusting our hourly and salaried workforce to optimize costs in line with our production levels;
- sourcing efforts in Mexico, Europe and Asia;
- consolidating our supply base to improve purchasing leverage;
- eliminating excess production capacity through the closure and consolidation of manufacturing, warehousing or assembly facilities;
- improving our manufacturing cost basis by locating production in low-cost regions of the world; and
- implementing Lean Manufacturing and TQPS initiatives to improve operating efficiency and product quality.

In 2009, we announced restructuring plans for the closure and consolidation of one of our facilities located in Liberec, Czech Republic, the closing of our Norwalk, Ohio truck cab assembly facility and the closure of our Vancouver, Washington facility. The closure and consolidation of our Liberec, Czech Republic facility was a result of management's continued focus on reducing fixed costs and eliminating excess capacity. The closure of this facility was completed as of December 31, 2009. The closure of our Norwalk, Ohio facility was a result of Navistar's decision to source the cab assembly operations into its existing assembly facility in Escobedo, Mexico. We completed the Norwalk closure by September 2010. The closure of our Vancouver, Washington facility was a result of the extended downturn of the global economy and, in particular, the commercial vehicle market. We completed the Vancouver closure as of December 31, 2009.

Although OEM demand for our products is directly correlated with new vehicle production, we also have the opportunity to grow through increasing our product content per vehicle through cross selling and bundling of products. We generally compete for new business at the beginning of the development of a new vehicle platform and upon the redesign of existing programs. New platform development generally begins at least one to three years before the marketing of such models by our customers. Contract durations for commercial vehicle products generally extend for the entire life of the platform, which is typically five to seven years.

In sourcing products for a specific platform, the customer generally develops a proposed production timetable, including current volume and option mix estimates based on their own assumptions, and then sources business with the supplier pursuant to written contracts, purchase orders or other firm commitments in terms of price, quality, technology and delivery. In general, these contracts, purchase orders and commitments provide that the customer can terminate if a supplier does not meet specified quality and delivery requirements and, in many cases, they provide that the price will decrease over the proposed production timetable. Awarded business generally covers the supply of all or a portion of a customer's production and service requirements for a particular product program rather than the supply of a specific quantity of products. Accordingly, in estimating awarded business over the life of a contract or other commitment, a supplier must make various assumptions as to the estimated number of vehicles expected to be produced, the timing of that production, mix of options on the vehicles produced and pricing of the products being supplied. The actual production volumes and option mix of vehicles produced by customers depend on a number of factors that are beyond a supplier's control.

In November 2012, we acquired all of the seat assembly assets related to Vijayjyot, which supplies seats primarily for the passenger, school and coach bus markets in India. Vijayjyot has three leased facilities in the Baska (State of Gujarat), Pune (State of Maharashtra) and Dharwad (State of Karnataka) regions of India. The acquisition of Vijayjyot fits our long-term strategic plan of international growth and expansion and complements our existing initiatives in the construction and truck markets of India.

In December 2012, we acquired all of the assets related to Daltek, which specializes in the application of customized industrial hydrographic films, paints and other interior and exterior finishes. Daltek has two leased facilities in Dalton, Georgia. The acquisition of Daltek complements our existing exterior and interior trim products and fits our long-term strategic plan for growth and diversification outside of the Class 8 market.

### **Critical Accounting Policies and Estimates**

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). For a comprehensive discussion of our significant accounting policies, see Note 2 to our consolidated financial statements in Item 8 in this Annual Report on Form 10-K.

The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates and assumptions on an ongoing basis, particularly relating to accounts receivable reserves,

inventory reserves, goodwill, intangible and long-lived assets, income taxes, warranty reserves and pension and other post-retirement benefit plans. We base our estimates on historical experience and various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets, liabilities and equity that are not readily apparent from other sources. Actual results and outcomes could differ materially from these estimates and assumptions. See Item 1A — *Risk Factors* in this Annual Report on Form 10-K for additional information regarding risk factors that may impact our estimates.

*Revenue Recognition* — We recognize revenue when (1) delivery has occurred or services have been rendered, (2) persuasive evidence of an arrangement exists, (3) there is a fixed or determinable price and (4) collectability is reasonably assured. Our products are generally shipped from our facilities to our customers, which is when legal title passes to the customer for substantially all of our revenues. We enter into agreements with our customers at the beginning of a given platform's life to supply products for that platform. Once we enter into such agreements, fulfillment of our purchasing requirements is our obligation for the entire production life of the platform, with terms generally ranging from five to seven years, and we have no provisions to terminate such contracts.

*Inventory Reserves* — Inventories are valued at the lower of first-in, first-out cost or market. Cost includes applicable material, labor and overhead. We value our finished goods inventory at a standard cost that is periodically adjusted to approximate actual cost. Inventory quantities on-hand are regularly reviewed, and where necessary, provisions for excess and obsolete inventory are recorded based primarily on our estimated production requirements driven by expected market volumes. Excess and obsolete provisions may vary by product depending upon future potential use of the product.

*Goodwill, Intangible and Long-Lived Assets* — Goodwill represents the excess of consideration transferred over the fair value of net assets acquired. We review goodwill for impairment annually in the second fiscal quarter and whenever events or changes in circumstances indicate the carrying value may not be recoverable. We evaluate whether goodwill has been impaired at the reporting unit level by first determining whether the estimated fair value of the reporting unit is less than its carrying value and, if so, by determining whether the implied fair value of goodwill within the reporting unit is less than the carrying value. Implied fair value of goodwill is determined by considering both the income and market approach. Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain.

We review definite-lived intangible and long-lived assets for recoverability whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. If an indicator exists, a determination is made by management to ascertain whether property and equipment and certain definite-lived intangibles are recoverable based on the sum of expected future undiscounted cash flows from operating activities. Determining the fair value of these assets is judgmental in nature and involves the use of significant estimates and assumptions. If the estimated undiscounted net cash flows are less than the carrying amount of such assets, we will recognize an impairment loss in an amount necessary to write down the assets to fair value as determined from expected discounted future cash flows. We base our fair value estimates on assumptions we believe to be reasonable, but that are inherently uncertain.

For further information on our goodwill and intangible assets, see Notes 2 and 9 to our consolidated financial statements in Item 8 in this Annual Report on Form 10-K.

*Income Taxes* — As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. In addition, tax expense includes

the impact of differing treatment of items for tax and accounting purposes which results in deferred tax assets and liabilities which are included in our consolidated balance sheet. To the extent that recovery of deferred tax assets is not likely, we must establish a valuation allowance. Significant judgment is required in determining our provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets. During 2012, we generated sufficient earnings to support a three-year cumulative history of domestic pre-tax book earnings. When combined with the review of other positive and negative evidence, we determined that it was appropriate to release the entire \$53.5 million of valuation allowances associated with all federal and state deferred tax assets that existed at December 31, 2011. As of December 31, 2012, we determined that a valuation allowance of \$17.5 million was needed against certain foreign deferred tax assets. This amount represents our total net deferred assets in international jurisdictions that have a multiple year cumulative loss. In the event that our actual results differ from our estimates or we adjust these estimates in future periods, the effects of these adjustments could materially impact our financial position and results of operation. As of December 31, 2012 and 2011, our net deferred tax asset position in our financials was approximately \$31.8 million and \$1.0 million, respectively.

*Warranty Reserves* — We are subjected to warranty claims for products that fail to perform as expected due to design or manufacturing deficiencies. Customers continue to require their outside suppliers to guarantee or warrant their products and bear the cost of repair or replacement of such products. Depending on the terms under which we supplied products to our customers, a customer may hold us responsible for some or all of the repair or replacement costs of defective products, when the product supplied did not perform as represented. Our policy is to reserve for estimated future customer warranty costs based on historical trends and current economic factors. The amount of such estimates for warranty liability was approximately \$3.2 million, \$2.8 million and \$2.7 million at December 31, 2012, 2011 and 2010, respectively.

*Pension and Other Post-Retirement Benefit Plans* — We sponsor pension and other post-retirement benefit plans that cover certain hourly and salaried employees in the U.S. and United Kingdom. Our policy is to make annual contributions to the plans to fund the normal cost as required by local regulations. In addition, we have another post-retirement benefit plan for certain U.S. operations, retirees and their dependents.

#### Our Assumptions

The determination of pension and other post-retirement benefit plan obligations and related expenses requires the use of assumptions to estimate the amount of the benefits that employees earn while working, as well as the present value of those benefits. Our assumptions are determined based on current market conditions, historical information and consultation with and input from third-party actuaries. Due to the significant management judgment involved, our assumptions could have a material impact on the measurement of our pension and other post-retirement benefit expenses and obligations.

Significant assumptions used to measure our annual pension and other post-retirement benefit expenses include:

- discount rate;
- expected return on plan assets; and
- health care cost trend rates.

*Discount Rate* — The discount rate represents the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the pension and other post-retirement benefit obligations. In estimating this rate, we consider rates of return on high quality fixed-income investments included in various published bond indexes. We consider the Citigroup Pension Discount Curve and the Barclay's Capital Non-Gilt AA Rated Sterling Bond Index in the determination of the appropriate discount rate assumptions. The weighted average rate we used to measure our pension obligation as of December 31, 2012 was 3.7% for the U.S. and 4.2% for the non-U.S pension plans.

Expected Long-Term Rate of Return — The expected return on pension plan assets is based on our historical experience, our pension plan investment strategy and our expectations for long-term rates of return. Our pension plan investment strategy is reviewed annually and is established based upon plan liabilities, an evaluation of market conditions, tolerance for risk and cash requirements for benefit payments. We use a third-party advisor to assist us in determining our investment allocation and modeling our long-term rate of return assumptions. For 2012 and 2011, we assumed an expected long-term rate of return on plan assets of 7.5% for the U.S. pension plans. For 2012 and 2011, we assumed an expected long-term rate of return on plan assets of 5.8% and 6.5% for the non-U.S. pension plans, respectively.

Changes in the discount rate and expected long-term rate of return on plan assets within the range indicated below would have had the following impact on 2012 pension and other post-retirement benefits results (in thousands):

	<u>1 Percentage Point Increase</u>	<u>1 Percentage Point Decrease</u>
(Decrease) increase due to change in assumptions used to determine net periodic benefit costs for the year ended December 31, 2012:		
Discount rate .....	\$ (168)	\$ 158
Expected long-term rate of return on plan assets .....	\$ (579)	\$ 577
(Decrease) increase due to change in assumptions used to determine benefit obligations for the year ended December 31, 2012:		
Discount rate .....	\$(11,574)	\$14,638

Health Care Cost Trend Rates — The health care cost trend rates represent the annual rates of change in the cost of health care benefits based on estimates of health care inflation, changes in health care utilization or delivery patterns, technological advances and changes in the health status of the plan participants. For measurement purposes, a 7.5% annual rate of increase in the per capita cost of covered health care benefits was assumed for 2012 and 2011, respectively. The rate was assumed to decrease gradually to 5.0% through 2017 and remain constant thereafter. Assumed health care cost trend rates can have a significant effect on the amounts reported for other post-retirement benefit plans.

Differences in the ultimate health care cost trend rates within the range indicated below would have had the following impact on 2012 other post-retirement benefit results (in thousands):

	<u>1 Percentage Point Increase</u>	<u>1 Percentage Point Decrease</u>
Increase (Decrease) from change in health care cost trend rates		
Other post-retirement benefit expense .....	\$ 7	\$ (9)
Other post-retirement benefit liability .....	\$29	\$(28)

### Recently Issued Accounting Pronouncements

See Note 2 to our consolidated financial statements in Item 8 in this Annual Report on Form 10-K for a description of recently issued and/or adopted accounting pronouncements.



## Results of Operations

The table below sets forth certain operating data expressed as a percentage of revenues for the periods indicated:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues .....	100.0%	100.0%	100.0%
Cost of revenues .....	<u>86.4</u>	<u>86.1</u>	<u>87.5</u>
Gross profit .....	13.6	13.9	12.5
Selling, general and administrative expenses .....	8.4	7.9	9.4
Amortization expense .....	0.1	—	—
Restructuring costs .....	<u>—</u>	<u>0.1</u>	<u>0.3</u>
Operating income .....	5.1	5.9	2.8
Other expense (income) .....	—	—	(0.8)
Interest expense .....	2.4	2.4	2.8
Loss on early extinguishment of debt .....	<u>—</u>	<u>0.9</u>	<u>—</u>
Income before (benefit) provision for income taxes .....	2.7	2.6	0.8
(Benefit) provision for income taxes .....	<u>(3.0)</u>	<u>0.4</u>	<u>(0.3)</u>
Net income .....	5.7	2.2	1.1
Less: Non-controlling interest in subsidiary's loss .....	<u>—</u>	<u>—</u>	<u>—</u>
Net income attributable to common stockholders .....	5.7%	2.2%	1.1%

## Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

*Revenues.* Revenues increased \$25.9 million, or 3.1%, to \$857.9 million for the year ended December 31, 2012 from \$832.0 million for the year ended December 31, 2011. This change resulted primarily from:

- a 9% increase in North American heavy-duty (class 8) truck production, fluctuations in production levels for other North American end markets and net new business awards resulting in approximately \$41.0 million of increased revenues;
- a decrease in production levels due to lower demand in our European, Australian and Asian markets resulting in approximately \$12.4 million of decreased revenues; and
- unfavorable foreign exchange fluctuations from the translation of our foreign operations into U.S. Dollars resulting in a decrease of approximately \$4.2 million of revenues.

*Cost of Revenues.* Cost of revenues consists primarily of raw materials and purchased components for our products, wages and benefits for our employees and other overhead expenses such as manufacturing supplies, rent and utilities costs related to our operations. Cost of revenues increased approximately \$24.9 million, or 3.5%, to \$741.4 million for the year ended December 31, 2012 from \$716.4 million for the year ended December 31, 2011. This increase was primarily driven by an increase in raw material and purchased components costs of approximately \$22.2 million and an increase in other overhead costs of approximately \$4.2 million, partially offset by a decrease in wages and benefits costs of approximately \$1.5 million.

*Gross Profit.* Gross profit increased \$0.9 million to \$116.5 million for the year ended December 31, 2012 from \$115.6 million for the year ended December 31, 2011. As a percentage of revenues, gross profit decreased to 13.6% for the year ended December 31, 2012 from 13.9% for the year ended December 31, 2011. This decrease resulted primarily from higher raw material and purchased components costs.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses primarily consists of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs which are not directly or indirectly associated with the manufacturing of our products. Selling,

general and administrative expenses increased \$6.4 million, or 9.8%, to \$71.9 million for the year ended December 31, 2012 from \$65.5 million for the year ended December 31, 2011. The increase resulted primarily from increased wages and benefits of approximately \$1.1 million and increased marketing, travel and other development expenses of approximately \$5.3 million to support new product initiatives and future growth.

*Amortization Expense.* Amortization expense increased to approximately \$0.4 million for the year ended December 31, 2012 from approximately \$0.3 million for the year ended December 31, 2011.

*Other Expense.* The \$0.1 million and \$0.4 million of expense for the year ended December 31, 2012 and 2011, respectively, primarily related to foreign currency exchange losses.

*Interest Expense.* Interest expense increased \$1.4 million to \$20.9 million for the year ended December 31, 2012 from \$19.6 million for the year ended December 31, 2011. This increase was primarily the result of higher average outstanding debt obligations resulting from the issuance of our \$250.0 million of 7.875% notes.

*(Benefit) Provision for Income Taxes.* Our benefit for income taxes increased \$30.0 million to a benefit of \$26.9 million for the year ended December 31, 2012, compared to an income tax provision of \$3.1 million for the year ended December 31, 2011. This overall tax benefit was primarily driven by the release of domestic valuation allowances of \$53.5 million that had been established against deferred assets in prior years, offset by current year utilization of domestic deferred tax assets as well as tax expense recorded on the income generated by our non-U.S. locations, which are currently not subject to valuation allowances, such as China and Australia. For additional information regarding the deviation from statutory income tax rates, refer to Note 2 to our consolidated financial statements in Item 8 in this Annual Report on Form 10-K.

*Net Income.* Net income increased \$31.4 million to \$50.0 million compared to \$18.6 million for the year ended December 31, 2011, primarily as a result of the factors discussed above.

*Non-controlling Interest in Subsidiary's Loss.* Included in net income is a loss of approximately \$47 thousand and \$15 thousand, respectively, for the year ended December 31, 2012 and 2011 representing the non-controlling interest of our joint venture in India.

*Net Income Attributable to CVG Stockholders.* Net income attributable to CVG stockholders increased \$31.5 million to \$50.1 million compared to \$18.6 million for the year ended December 31, 2011, primarily as a result of the factors discussed above.

## **Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

*Revenues.* Revenues increased \$234.2 million, or 39.2%, to \$832.0 million for the year ended December 31, 2011 from \$597.8 million for the year ended December 31, 2010. This change resulted primarily from:

- a 66% increase in North American heavy-duty (class 8) truck production, fluctuations in production levels for other North American end markets and net new business awards resulting in approximately \$167.7 million of increased revenues;
- acquisition related revenues of approximately \$37.0 million for Bostrom, which we acquired in January 2011, and Stratos, which we acquired in July 2011;
- increase in production levels due to higher demand in our European, Australian and Asian markets resulting in approximately \$19.8 million of increased revenues; and
- favorable foreign exchange fluctuations from the translation of our foreign operations into U.S. Dollars resulting in an increase of approximately \$9.7 million of revenues.

*Cost of Revenues.* Cost of revenues consists primarily of raw materials and purchased components for our products, wages and benefits for our employees and other overhead expenses such as manufacturing supplies, rent and utilities costs related to our operations. Cost of revenues increased approximately \$193.4 million, or 37.0%, to \$716.4 million for the year ended December 31, 2011 from \$523.0 million for the year ended December 31, 2010. This increase was primarily driven by an increase in raw material and purchased components costs of approximately \$135.1 million, an increase in wages and benefits costs of approximately \$39.4 million and an increase in other overhead costs of approximately \$18.9 million.

*Gross Profit.* Gross profit increased \$40.8 million to \$115.6 million for the year ended December 31, 2011 from \$74.8 million for the year ended December 31, 2010. As a percentage of revenues, gross profit increased to 13.9% for the year ended December 31, 2011 from 12.5% for the year ended December 31, 2010. This increase resulted primarily from increased revenues from the prior year period as well as our continued focus on operating improvements and leveraging our fixed costs.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses primarily consists of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs which are not directly or indirectly associated with the manufacturing of our products. Selling, general and administrative expenses increased \$9.4 million, or 16.8%, to \$65.5 million for the year ended December 31, 2011 from \$56.1 million for the year ended December 31, 2010. The increase resulted primarily from increased wages and benefits of approximately \$7.0 million and increased marketing, travel and other development expenses of approximately \$2.4 million to support new product initiatives and future growth.

*Amortization Expense.* Amortization expense increased to approximately \$0.3 million for the year ended December 31, 2011 from approximately \$0.2 million for the year ended December 31, 2010. This increase was primarily the result of the increase of our definite-lived intangible assets relating to trademarks/tradenames from our acquisitions of Bostrom Seating and Stratos in the year ended December 31, 2011.

*Restructuring Costs.* We recorded restructuring charges for the year ended December 31, 2011 of \$0.7 million relating to the closure of certain manufacturing, warehousing and assembly facilities. We recorded restructuring charges for the year ended December 31, 2010 of \$1.7 million relating to the closure of certain manufacturing, warehousing and assembly facilities.

*Other (Income) Expense.* We use forward exchange contracts to hedge foreign currency transaction exposures. We estimate our projected revenues and purchases in certain foreign currencies or locations and will hedge a portion or all of the anticipated long or short position. All existing forward foreign exchange contracts have been marked-to-market and the fair value of contracts recorded in the consolidated balance sheets with the offsetting non-cash gain or loss recorded in our consolidated statements of income. The \$0.4 million of expense for the year ended December 31, 2011 and the \$4.8 million of income for the year ended December 31, 2010 are primarily related to the noncash change in value of the forward exchange contracts in existence at the end of each period.

*Interest Expense.* Interest expense increased \$2.8 million to \$19.6 million for the year ended December 31, 2011 from \$16.8 million for the year ended December 31, 2010. This increase was primarily the result of higher average outstanding debt obligations resulting from the issuance of our \$250.0 million of 7.875% notes.

*Loss on Early Extinguishment of Debt.* In connection with the issuance of our 7.875% notes, we expensed approximately \$7.4 million of fees consisting of \$1.2 million write-off of deferred financing fees relating to our prior debt and \$6.2 million of prepayment penalties relating to the prepayment of our prior debt. We did not record an expense relating to the modification of our debt arrangements for the year ended December 31, 2010.

*Provision (Benefit) for Income Taxes.* Our provision for income taxes increased \$4.9 million to a provision of \$3.1 million for the year ended December 31, 2011, compared to an income tax benefit of \$1.8 million for the

year ended December 31, 2010. The effective tax rate for the year ended December 31, 2011 was 14.3%. This rate is lower than the federal statutory rate of 35% primarily due to the mix of income between United States and non-U.S. locations, the incremental impact from discrete items during the period, as well as valuation allowances against our deferred tax assets. For additional information regarding the deviation from statutory income tax rates, refer to “Item 8 — Financial Statements and Supplementary Data — Notes to Consolidated Financial Statements — Note 11 — Income Taxes.”

*Net Income.* Net income increased \$12.1 million to \$18.6 million compared to \$6.5 million for the year ended December 31, 2010, primarily as a result of the factors discussed above.

*Non-controlling Interest in Subsidiary’s Loss.* Included in net income is a loss of approximately \$15 thousand for the year ended December 31, 2011 representing the non-controlling interest of our Indian Joint Venture.

*Net Income Attributable to CVG Stockholders.* Net income increased \$12.1 million to \$18.6 million compared to \$6.5 million for the year ended December 31, 2010, primarily as a result of the factors discussed above.

## **Liquidity and Capital Resources**

### ***Cash Flows***

For the year ended December 31, 2012, cash provided by operations was approximately \$24.0 million compared to approximately \$7.8 million in the year ended December 31, 2011. This increase was primarily the result of a reduction in accounts receivable, which was partially offset by higher inventory as production volumes increased and lower accounts payable. For the year ended December 31, 2011, cash provided by operations was approximately \$7.8 million compared to approximately \$17.6 million in the year ended December 31, 2010. This decrease was primarily the result of increases in accounts receivable and the change in prepaid expenses primarily resulting from our tax refund of approximately \$21 million in 2010.

Net cash used in investing activities was approximately \$42.8 million for the year ended December 31, 2012 compared to approximately \$32.4 million for the year ended December 31, 2011 and approximately \$10.0 million for the year ended December 31, 2010. The amounts used in the year ended December 31, 2012, included approximately \$17.3 million related to capital expenditure purchases related to upgrades, replacements or new equipment, machinery and tooling and approximately \$24.5 million related to our acquisitions of Vijayjyot and Daltek. The amounts used in the year ended December 31, 2011, primarily related to capital expenditure purchases of approximately \$21.3 million and our acquisition of Bostrom and Stratos for approximately \$11.1 million. The amounts used in the year ended December 31, 2010 primarily related to capital expenditure purchases related to upgrades, replacements or new equipment, machinery and tooling. Capital expenditures for 2013 are expected to be approximately \$26.1 million.

Net cash used in financing activities totaled approximately \$1.2 million for the year ended December 31, 2012, compared to cash provided of approximately \$70.9 million for the year ended December 31, 2011, and approximately \$17.6 million for the year ended December 31, 2010. The net cash used in financing activities for the year ended December 31, 2012 primarily related to the surrender of common stock by employees upon vesting of their restricted stock. The net cash provided by financing activities for the year ended December 31, 2011 was primarily related to the net proceeds from the issuance of our 7.875% notes as part of our debt refinancing. The net cash provided by financing activities for the year ended December 31, 2010 was primarily related to proceeds from the issuance of stock in an offering in March 2010.

As of December 31, 2012, cash held by foreign subsidiaries was approximately \$22.2 million. If we were to repatriate any portion of these funds back to the U.S., we would accrue and pay the appropriate withholding and income taxes on amounts repatriated. We do not intend to repatriate funds held by our foreign affiliates, but intend to use the cash to fund the growth of our foreign operations.

## ***Debt and Credit Facilities***

As of December 31, 2012, our outstanding indebtedness consisted of an aggregate of \$250.0 million of 7.875% notes due 2019 (the “7.875% notes”). In addition, we had \$2.5 million of outstanding letters of credit under various financing arrangements and an additional \$37.5 million of borrowing capacity under our revolving credit facility, which is subject to an availability block.

### Revolving Credit Facility

On January 7, 2009, we and certain of our direct and indirect U.S. subsidiaries, as borrowers (the “borrowers”), entered into a loan and security agreement with Bank of America, N.A., as agent and lender, which provided for a three-year asset-based revolving credit facility (as amended, the “revolving credit facility”) with an aggregate principal amount of up to \$37.5 million (after giving effect to a second amendment to our loan and security agreement entered into on August 4, 2009), which was subject to an availability block. On April 26, 2011, we entered into an amendment and restatement to the loan and security agreement governing the revolving credit facility (as so amended and restated, the “Loan and Security Agreement”) which, among other things, extended the maturity of the revolving credit facility to April 26, 2014, increased the revolving commitment to \$40.0 million and revised the availability block to equal the amount of debt Bank of America, N.A. or its affiliates makes available to the Company’s foreign subsidiaries. There was no availability block as of December 31, 2012. Up to an aggregate of \$10.0 million is available to the borrowers for the issuance of letters of credit, which reduces availability under the revolving credit facility.

In connection with the amendment and restatement of the Loan and Security Agreement on April 26, 2011, we issued \$250.0 million aggregate principal amount of 7.875% notes pursuant to a new indenture (as discussed below). We used the net proceeds from the offering of the 7.875% notes to repay all outstanding indebtedness under our loan and security agreement, dated as of August 24, 2009, to fund the repurchase of approximately \$94.9 million of our 8% Senior Notes due 2013 (the “8% notes”) and approximately \$48.0 million of our 11%/13% Third Lien Senior Secured Notes due 2013 (the “third lien notes”) and to pay related fees and expenses.

As of December 31, 2012, approximately \$5.7 million in deferred fees relating to the revolving credit facility and our 7.875% notes were being amortized over the remaining life of the agreements.

As of December 31, 2012, we did not have borrowings under the revolving credit facility. In addition, as of December 31, 2012, we had outstanding letters of credit of approximately \$2.5 million and borrowing availability of \$37.5 million under the revolving credit facility.

Under the revolving credit facility, borrowings bear interest at various rates plus a margin based on certain financial ratios. The borrowers’ obligations under the revolving credit facility are secured by a first-priority lien (subject to certain permitted liens) on substantially all of the tangible and intangible assets of the borrowers, as well as 100% of the capital stock of the direct domestic subsidiaries of each borrower and 65% of the capital stock of each foreign subsidiary directly owned by a borrower. Each of CVG and each other borrower is jointly and severally liable for the obligations under the revolving credit facility and unconditionally guarantees the prompt payment and performance thereof.

The applicable margin for borrowings under the revolving credit facility is based upon the fixed charge coverage ratio for the most recently ended fiscal quarter, as follows:

<u>Level</u>	<u>Ratio</u>	<u>Domestic Base Rate Loans</u>	<u>LIBOR Revolver Loans</u>
III	≤ 1.25 to 1.00	1.50%	2.50%
II	≥ 1.25 to 1.00 but < 1.75 to 1.00	1.25%	2.25%
I	≥ 1.75 to 1.00	1.00%	2.00%



The applicable margin shall be subject to increase or decrease following receipt by the agent of the financial statements and corresponding compliance certificate for each fiscal quarter. If the financial statements or corresponding compliance certificate are not timely delivered, then the highest rate shall be applicable until the first day of the calendar month following actual receipt. Until receipt by the agent of the financial statements and corresponding compliance certificate for the fiscal quarter ending December 31, 2012, the applicable margin was set at Level I based on our September 30, 2012 financial statements and compliance certificate.

We pay a commitment fee to the lenders which is calculated at a rate per annum based on a percentage of the difference between committed amounts and amounts actually borrowed under the revolving credit facility multiplied by an applicable margin. The commitment fee is payable quarterly in arrears. Currently, the unused commitment fees is (i) .500% per annum times the unused commitment during any fiscal quarter in which the aggregate average daily unused commitment is equal to or greater than 50% of the revolver commitments or (ii) .375% per annum times the unused commitment during any fiscal quarter in which the aggregate average daily unused commitment is less than 50% of the revolver commitments.

#### *Terms, Covenants and Compliance Status*

The Loan and Security Agreement requires the maintenance of a minimum fixed charge coverage ratio calculated based upon consolidated EBITDA (as defined in the revolving credit facility) as of the last day of each of our fiscal quarters. We are not required to comply with the fixed charge coverage ratio requirement for as long as we maintain at least \$10.0 million of borrowing availability under the revolving credit facility. If borrowing availability is less than \$10.0 million at any time, we would be required to comply with a fixed charge coverage ratio of 1.1:1.0 as of the end of any fiscal quarter, and would be required to continue to comply with these requirements until we have borrowing availability of \$10.0 million or greater for 60 consecutive days. Because we had borrowing availability in excess of \$10.0 million from December 31, 2011 through December 31, 2012, we were not required to comply with the minimum fixed charge coverage ratio covenant during the year ended December 31, 2012.

The Loan and Security Agreement contains customary restrictive covenants, including, without limitation, limitations on the ability of the borrowers and their subsidiaries to incur additional debt and guarantees; grant liens on assets; make investments or acquisitions; dispose of assets; make payments on certain indebtedness; merge, combine with any other person or liquidate; amend organizational documents; file consolidated tax returns with entities other than other borrowers or their subsidiaries; make material changes in accounting treatment or reporting practices; enter into restrictive agreements; enter into hedging agreements; engage in transactions with affiliates; enter into certain employee benefit plans; amend subordinated debt or the indenture governing the 7.875% notes; and other matters customarily restricted in loan agreements. In addition, subject to certain exceptions, the revolving credit facility does not permit the borrowers and their subsidiaries to pay dividends or make other distributions on any equity interests or to purchase or redeem any equity interests other than: (i) upstream payments to a borrower or a subsidiary of a borrower, (ii) the cashless exercise of options and warrants, (iii) the retirement of fractional shares and (iv) repurchases of equity interests deemed to occur in connection with the surrender of shares of equity interests to satisfy tax withholding obligations, subject to certain limitations. The revolving credit facility also contains customary reporting and other affirmative covenants. We were in compliance with these covenants and not in default as of December 31, 2012.

The Loan and Security Agreement contains customary events of default, including, without limitation, nonpayment of obligations under the revolving credit facility when due; material inaccuracy of representations and warranties; violation of covenants in the Loan and Security Agreement and certain other documents executed in connection therewith; breach or default of agreements related to debt in excess of \$5.0 million that could result in acceleration of that debt; revocation or attempted revocation of guarantees; denial of the validity or enforceability of the loan documents or failure of the loan documents to be in full force and effect; certain judgments in excess of \$2.0 million; the inability of an obligor to conduct any material part of its business due to governmental intervention, loss of any material license, permit, lease or agreement necessary to the business;

cessation of an obligor's business for a material period of time; impairment of collateral through condemnation proceedings; certain events of bankruptcy or insolvency; certain Employee Retirement Income Securities Act ("ERISA") events; and a change in control of CVG. Certain of the defaults are subject to exceptions, materiality qualifiers, grace periods and baskets customary for credit facilities of this type.

Voluntary prepayments of amounts outstanding under the revolving credit facility are permitted at any time, without premium or penalty.

The Loan and Security Agreement requires us to make mandatory prepayments with the proceeds of certain asset dispositions and upon the receipt of insurance or condemnation proceeds to the extent we do not use the proceeds for the purchase of assets useful in our business.

#### 7.875% Senior Secured Notes due 2019

The 7.875% notes were issued pursuant to an indenture, dated as of April 26, 2011 (the "7.875% Notes Indenture"), by and among CVG, certain of our subsidiaries party thereto, as guarantors (the "guarantors") and U.S. Bank National Association, as trustee. Interest is payable on the 7.875% notes on April 15 and October 15 of each year until their maturity date of April 15, 2019.

The 7.875% notes are senior secured obligations of CVG. Our obligations under the 7.875% notes are guaranteed by the guarantors. The obligations of CVG and the guarantors under the 7.875% notes are secured by a second-priority lien (subject to certain permitted liens) on substantially all of the property and assets of CVG and the guarantors, and a pledge of 100% of the capital stock of CVG's domestic subsidiaries and 65% of the voting capital stock of each foreign subsidiary directly owned by CVG and the guarantors. The liens, the security interests and all of the obligations of CVG and the guarantors and all provisions regarding remedies in an event of default are subject to an intercreditor agreement among CVG, certain of its subsidiaries, the agent for the revolving credit facility and the collateral agent for the 7.875% notes.

The 7.875% Notes Indenture contains restrictive covenants, including, without limitation, limitations on our ability and the ability of our restricted subsidiaries to: incur additional debt; restrict dividends or other payments of subsidiaries; make investments; engage in transactions with affiliates; create liens on assets; engage in sale/leaseback transactions; and consolidate, merge or transfer all or substantially all of our assets and the assets of our restricted subsidiaries. In addition, subject to certain exceptions, the 7.875% Notes Indenture does not permit us to pay dividends on, redeem or repurchase our capital stock or make other restricted payments unless certain conditions are met, including (i) no default under the 7.875% Notes Indenture has occurred and is continuing, (ii) we and our subsidiaries maintain a consolidated coverage ratio of 2.0 to 1.0 on a pro forma basis and (iii) the aggregate amount of the dividends or payments made under this restriction would not exceed 50% of consolidated net income from October 1, 2010 to the end of the most recent fiscal quarter (or, if consolidated net income for such period is a deficit, minus 100% of such deficit), plus cash proceeds received from certain issuances of capital stock, plus certain other amounts. These covenants are subject to important qualifications and exceptions set forth in the 7.875% Notes Indenture. We were in compliance with these covenants as of December 31, 2012.

The 7.875% Notes Indenture provides for events of default (subject in certain cases to customary grace and cure periods) which include, among others, nonpayment of principal or interest when due, breach of covenants or other agreements in the 7.875% Notes Indenture, defaults in payment of certain other indebtedness, certain events of bankruptcy or insolvency and certain defaults with respect to the security interests. Generally, if an event of default occurs, the trustee or the holders of at least 25% in principal amount of the then outstanding 7.875% notes may declare the principal of and accrued but unpaid interest on all of the 7.875% notes to be due and payable immediately. All provisions regarding remedies in an event of default are subject to the Intercreditor Agreement.

We may redeem the 7.875% notes, in whole or in part, at any time prior to April 15, 2014 at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, plus the “make-whole” premium set forth in the 7.875% Notes Indenture. We evaluated the “make-whole” premium under ASC 815-15 and determined that the premium is not required to be bifurcated from the 7.875% notes and accounted for as a separate derivative instrument. We may redeem the 7.875% notes, in whole or in part, at any time on or after April 15, 2014 at the optional redemption prices set forth in the 7.875% Notes Indenture, plus accrued and unpaid interest, if any, to the redemption date. Not more than once during each twelve-month period ending on April 15, 2012, April 15, 2013 and April 15, 2014, we may redeem up to \$25.0 million of the aggregate principal amount of the 7.875% notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. In addition, at any time on or prior to April 15, 2014, on one or more occasions, we may redeem up to 35% of the aggregate principal amount of the 7.875% notes with the net proceeds of certain equity offerings, as described in the 7.875% Notes Indenture, at a redemption price equal to 107.875% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. If we experience certain change of control events, holders of the 7.875% notes may require us to repurchase all or part of their notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

### ***Covenants and Liquidity***

We continue to operate in a challenging economic environment, and our ability to comply with the covenants in the Loan and Security Agreement may be affected in the future by economic or business conditions beyond our control. Based on our current forecast, we believe that we will be able to maintain compliance with the fixed charge coverage ratio covenant, if applicable, and other covenants in the Loan and Security Agreement for the next twelve months; however, no assurances can be given that we will be able to comply. We base our forecasts on historical experience, industry forecasts and various other assumptions that we believe are reasonable under the circumstances. If actual results are substantially different than our current forecast, or if we do not realize a significant portion of our planned cost savings or sustain sufficient cash or borrowing availability, we could be required to comply with our financial covenants, and there is no assurance that we would be able to comply with such financial covenants. If we do not comply with the financial and other covenants in the Loan and Security Agreement, and we are unable to obtain necessary waivers or amendments from the lender, we would be precluded from borrowing under the Loan and Security Agreement, which could have a material adverse effect on our business, financial condition and liquidity. If we are unable to borrow under the Loan and Security Agreement, we will need to meet our capital requirements using other sources and alternative sources of liquidity may not be available on acceptable terms. In addition, if we do not comply with the financial and other covenants in the Loan and Security Agreement, the lender could declare an event of default under the Loan and Security Agreement, and our indebtedness thereunder could be declared immediately due and payable, which would also result in an event of default under the 7.875% notes. Any of these events would have a material adverse effect on our business, financial condition and liquidity.

We believe that cash on hand, cash flow from operating activities together with available borrowings under the Loan and Security Agreement will be sufficient to fund currently anticipated working capital, planned capital spending, certain strategic initiatives and debt service requirements for at least the next 12 months. No assurance can be given, however, that this will be the case.

**Contractual Obligations and Commercial Commitments**

The following table reflects our contractual obligations as of December 31, 2012:

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	(In thousands)				
Long-term debt obligations . . . . .	\$250,000	\$ —	\$ —	\$ —	\$250,000
Estimated interest payments . . . . .	125,618	20,016	39,922	39,977	25,703
Operating lease obligations . . . . .	39,826	12,115	14,994	5,476	7,241
Pension and other post-retirement funding . . . . .	44,047	3,298	7,189	8,092	25,468
Total . . . . .	<u>\$459,491</u>	<u>\$35,429</u>	<u>\$62,105</u>	<u>\$53,545</u>	<u>\$308,412</u>

We have recorded a liability of approximately \$293 thousand of unrecognized tax benefits, and we are uncertain as to if or when such amounts may be settled. Related to the unrecognized tax benefits not included in the table above, the Company has also recorded a liability for potential penalties of approximately \$37 thousand and interest of approximately \$114 thousand.

Since December 31, 2012, there have been no material changes outside the ordinary course of business to our contractual obligations as set forth above.

In addition to the obligations noted above, we have obligations reported as other long-term liabilities that consist primarily of long-term restructuring reserves, deferred purchase price and other items. We also enter into agreements with our customers at the beginning of a given platform’s life to supply products for the entire life of that vehicle platform, which is typically five to seven years. These agreements generally provide for the supply of a customer’s production requirements for a particular platform, rather than for the purchase of a specific quantity of products. Accordingly, our obligations under these agreements are not reflected in the contractual obligations table above.

As of December 31, 2012, we were not party to significant purchase obligations for goods or services.

**Off-Balance Sheet Arrangements**

We use standby letters of credit to guarantee our performance under various contracts and arrangements, principally in connection with our workers’ compensation liabilities and for leases on equipment and facilities. These letter of credit contracts are usually extended on a year-to-year basis. As of December 31, 2012, we had outstanding letters of credit of \$2.5 million. We do not believe that these letters of credit will be required to be drawn.

We currently have no non-consolidated special purpose entity arrangements.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

### ***Interest Rate Risk***

We are exposed to various market risks, including changes in foreign currency exchange rates and interest rates. Market risk is the potential loss arising from adverse changes in market rates and prices, such as foreign currency exchange and interest rates. We do not enter into derivatives or other financial instruments for trading or speculative purposes. We do enter into financial instruments, from time to time, to manage and reduce the impact of changes in foreign currency exchange rates and interest rates and to hedge a portion of future anticipated currency transactions. The counterparties are primarily major financial institutions.

We manage our interest rate risk by balancing the amount of our fixed rate and variable rate debt. For fixed rate debt, interest rate changes affect the fair market value of such debt but do not impact earnings or cash flows. Conversely for variable rate debt, interest rate changes generally do not affect the fair market value of such debt, but do impact future earnings and cash flows, assuming other factors are held constant. None of our debt was variable rate debt at December 31, 2012 and 2011. Holding other variables constant (such as foreign exchange rates and debt levels), a one percentage point change in interest rates would not have a material impact on pre-tax earnings and cash flows.

### ***Foreign Currency Risk***

Foreign currency risk is the risk that we will incur economic losses due to adverse changes in foreign currency exchange rates. We use forward exchange contracts to hedge certain of the foreign currency transaction exposures. We estimate our projected revenues and purchases in certain foreign currencies or locations, and will hedge a portion or all of the anticipated long or short position. The contracts typically run from one month up to eighteen months. All existing forward foreign exchange contracts have been marked-to-market and the fair value of contracts recorded in the consolidated balance sheets with the offsetting noncash gain or loss recorded in our consolidated statements of income. We do not hold or issue foreign exchange options or forward contracts for trading purposes.

Outstanding foreign currency forward exchange contracts at December 31, 2012 are more fully described in the notes to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K. The fair value of our contracts at December 31, 2012 amounted to an asset of \$0.4 million, which was included in other current assets in our consolidated balance sheets. The fair value of our contracts at December 31, 2011 amounted to a liability of \$0.3 million, which is included in other accrued liabilities in our consolidated balance sheets. None of these contracts have been designated as cash flow hedges; thus, the change in fair value at each reporting date is reflected as a noncash charge (income) in our consolidated statement of operations.

Our primary exposures to foreign currency exchange fluctuations are pound sterling, Euro, Japanese yen, Chinese renminbi, Czech koruna and Mexican peso. At December 31, 2012, the potential reduction in earnings from a hypothetical instantaneous 10% adverse change in quoted foreign currency spot rates applied to foreign currency sensitive instruments would be immaterial based on the assumption that all of the foreign currencies to which we are exposed would simultaneously decrease by 10%; however, such synchronized changes are unlikely to occur.

### ***Foreign Currency Transactions***

A portion of our revenues during the year ended December 31, 2012 were derived from manufacturing operations outside of the U.S. The results of operations and the financial position of our operations in these other countries are primarily measured in their respective currency and translated into U.S. dollars. A portion of the expenses generated in these countries is in currencies different from which revenue is generated. As discussed above, from time to time, we enter into forward exchange contracts to mitigate a portion of this currency risk. The reported income of these operations will be higher or lower depending on a weakening or strengthening of the U.S. dollar against the respective foreign currency.



A portion of our assets at December 31, 2012 are based in our foreign operations and are translated into U.S. dollars at foreign currency exchange rates in effect as of the end of each period, with the effect of such translation reflected as a separate component of stockholders' investment. Accordingly, our stockholders' investment will fluctuate depending upon the weakening or strengthening of the U.S. dollar against the respective foreign currency.

***Effects of Inflation***

Inflation potentially affects us in two principal ways. First, any borrowings under our revolving credit facility would be tied to prevailing short-term interest rates that may change as a result of inflation rates, translating into changes in interest expense. Second, general inflation can impact material purchases, labor and other costs. In many cases, we have limited ability to pass through inflation-related cost increases due to the competitive nature of the markets that we serve. In the past few years, however, inflation has not been a significant factor.

**Item 8. *Financial Statements and Supplementary Data***

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

**Documents Filed as Part of this Annual Report on Form 10-K**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Commercial Vehicle Group, Inc.:

We have audited the accompanying consolidated balance sheet of Commercial Vehicle Group, Inc. and subsidiaries (the Company) as of December 31, 2012 and the related consolidated statements of income, comprehensive income, stockholders' equity (deficit), and cash flows for the year ended December 31, 2012. In connection with our audit of the consolidated financial statements, we also have audited financial statement schedule, Schedule II "Valuation and Qualifying Accounts" as of and for the year ended December 31, 2012. These consolidated financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and the financial statement schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Commercial Vehicle Group, Inc. and subsidiaries as of December 31, 2012, and the results of their operations and their cash flows for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule as of and for the year ended December 31, 2012, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Commercial Vehicle Group, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 11, 2013 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting. This report contains an explanatory paragraph stating that Commercial Vehicle Group, Inc. acquired Vijayjyot Seats Private Limited (Vijayjyot) and Daltek, LLC (Daltek) during 2012, and management excluded from its assessment of the effectiveness of Commercial Vehicle Group, Inc.'s internal control over financial reporting as of December 31, 2012, Vijayjyot and Daltek's internal control over financial reporting associated with total assets of \$30.2 million and net sales of \$1.5 million included in the consolidated financial statements of Commercial Vehicle Group, Inc. as of and for the year ended December 31, 2012. Our audit of internal control over financial reporting of Commercial Vehicle Group, Inc. also excluded an evaluation of the internal control over financial reporting of Vijayjyot and Daltek.

/s/ KPMG LLP

Columbus, Ohio  
March 11, 2013

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Commercial Vehicle Group, Inc.

We have audited the accompanying consolidated balance sheet of Commercial Vehicle Group, Inc. and subsidiaries (the "Company") as of December 31, 2011 and the related consolidated statements of operations, comprehensive income, stockholders' equity (deficit), and cash flows for the years ended December 31, 2011 and 2010. Our audits also included the financial statement schedules listed in Item 15 for the years ended December 31, 2011 and 2010. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the 2011 and 2010 consolidated financial statements present fairly, in all material respects, the financial position of Commercial Vehicle Group, Inc. and subsidiaries as of December 31, 2011 and the results of their operations and their cash flows for the years ended December 31, 2011 and 2010, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the 2011 and 2010 financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the accompanying 2011 and 2010 financial statements have been retrospectively adjusted for the adoption of ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* (ASU 2011-05).

/s/ Deloitte & Touche LLP

Columbus, Ohio

March 13, 2012 (March 11, 2013 as to the effects of ASU 2011-05 described in Note 2)

**COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**December 31, 2012 and 2011**

	2012	2011
	(In thousands, except share and per share amounts)	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash .....	\$ 68,369	\$ 87,955
Accounts receivable, net of allowances of \$3,393 and \$3,867, respectively .....	114,573	130,297
Inventories .....	88,481	79,423
Deferred income taxes .....	8,381	1,837
Other current assets .....	6,446	7,470
Total current assets .....	286,250	306,982
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
Land and buildings .....	30,731	29,223
Machinery and equipment .....	157,873	139,507
Construction in progress .....	12,059	17,345
Less accumulated depreciation .....	(117,359)	(109,403)
Property, plant and equipment, net .....	83,304	76,672
<b>GOODWILL</b> .....	8,986	—
<b>INTANGIBLE ASSETS</b> , net of accumulated amortization of \$2,647 and \$2,591, respectively .....	23,001	7,315
<b>DEFERRED INCOME TAXES</b> .....	23,615	—
<b>OTHER ASSETS</b> .....	14,509	15,915
<b>TOTAL ASSETS</b> .....	\$ 439,665	\$ 406,884
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable .....	\$ 58,063	\$ 74,239
Accrued liabilities and other .....	32,869	38,960
Total current liabilities .....	90,932	113,199
<b>LONG-TERM DEBT</b> .....	250,000	250,000
<b>PENSION AND OTHER POST-RETIREMENT BENEFITS</b> .....	28,273	28,013
<b>OTHER LONG-TERM LIABILITIES</b> .....	4,152	2,897
Total liabilities .....	373,357	394,109
<b>COMMITMENTS AND CONTINGENCIES (Note 12)</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock \$.01 par value; 5,000,000 shares authorized; no shares issued and outstanding; common stock \$.01 par value; 60,000,000 shares authorized; 28,463,479 and 28,170,929 shares issued and outstanding, respectively .....	290	285
Treasury stock purchased from employees; 590,154 and 426,870 shares, respectively .....	(5,264)	(4,059)
Additional paid-in capital .....	223,822	219,112
Retained deficit .....	(124,677)	(174,754)
Accumulated other comprehensive loss .....	(27,885)	(27,818)
Total CVG stockholders' equity .....	66,286	12,766
Non-controlling interest .....	22	9
Total stockholders' equity .....	66,308	12,775
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b> .....	\$ 439,665	\$ 406,884

The accompanying notes are an integral part of these consolidated financial statements.



**COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF INCOME**

**Years Ended December 31, 2012, 2011 and 2010**

	<b>2012</b>	<b>2011</b>	<b>2010</b>
	(In thousands, except per share amounts)		
REVENUES .....	\$857,916	\$832,022	\$597,779
COST OF REVENUES .....	741,378	716,430	522,982
Gross Profit .....	116,538	115,592	74,797
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES .....	71,949	65,521	56,111
AMORTIZATION EXPENSE .....	493	346	240
RESTRUCTURING COSTS .....	—	669	1,730
Operating Income .....	44,096	49,056	16,716
OTHER EXPENSE (INCOME) .....	69	353	(4,780)
INTEREST EXPENSE .....	20,945	19,570	16,834
LOSS ON EARLY EXTINGUISHMENT OF DEBT .....	—	7,448	—
Income Before (Benefit) Provision for Income Taxes .....	23,082	21,685	4,662
(BENEFIT) PROVISION FOR INCOME TAXES .....	(26,948)	3,095	(1,825)
NET INCOME .....	50,030	18,590	6,487
Less: Non-controlling interest in subsidiary's loss .....	(47)	(15)	—
NET INCOME ATTRIBUTABLE TO CVG STOCKHOLDERS .....	\$ 50,077	\$ 18,605	\$ 6,487
<b>EARNINGS PER COMMON SHARE:</b>			
Basic .....	\$ 1.77	\$ 0.67	\$ 0.25
Diluted .....	\$ 1.76	\$ 0.66	\$ 0.24
<b>WEIGHTED AVERAGE SHARES OUTSTANDING:</b>			
Basic .....	28,230	27,848	26,247
Diluted .....	28,428	28,190	26,994

The accompanying notes are an integral part of these consolidated financial statements.

**COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**Years Ended December 31, 2012, 2011 and 2010**

	<u>2012</u>	<u>2011</u>	<u>2010</u>
	(In thousands)		
Net income .....	\$50,030	\$18,590	\$ 6,487
Other comprehensive (loss) income:			
Foreign currency translation adjustments .....	1,692	(1,416)	212
Minimum pension liability, net of tax of \$282, \$0 and \$0, respectively .....	(1,721)	(6,730)	3,456
Other comprehensive (loss) income .....	(29)	(8,146)	3,668
Comprehensive income .....	\$50,001	\$10,444	\$10,155
Less: Comprehensive loss attributed to noncontrolling interests .....	(9)	(16)	—
Comprehensive income attributable to CVG stockholders .....	\$50,010	\$10,460	\$10,155

The accompanying notes are an integral part of these consolidated financial statements.

**COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**Years Ended December 31, 2012, 2011 and 2010**

	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Deficit	Accum. Other Comp. Loss	Total CVG Stockholders' Equity (Deficit)	Non-Controlling Interest	Total
	Shares	Amount							
(In thousands, except share data)									
BALANCE — December 31, 2009	22,070,531	\$221	\$(1,090)	\$186,291	\$(199,846)	\$(23,341)	\$(37,765)	\$ —	\$(37,765)
Exercise of common stock under stock option and equity incentive plan	203,565	2	—	1,124	—	—	1,126	—	1,126
Issuance of restricted stock	567,536	6	—	—	—	—	6	—	6
Surrender of common stock by employees	(154,534)	—	(1,761)	—	—	—	(1,761)	—	(1,761)
Public offering of common stock	4,370,000	44	—	25,315	—	—	25,359	—	25,359
Share-based compensation expense	—	—	—	2,768	—	—	2,768	—	2,768
Exercise of stock warrants	699,661	7	—	(7)	—	—	—	—	—
Comprehensive income:									
Net income	—	—	—	—	6,487	—	6,487	—	6,487
Foreign currency translation adjustment	—	—	—	—	—	212	212	—	212
Minimum pension liability adjustment, net of tax	—	—	—	—	—	3,456	3,456	—	3,456
Total comprehensive income	—	—	—	—	—	—	10,155	—	10,155
BALANCE — December 31, 2010	27,756,759	\$280	\$(2,851)	\$215,491	\$(193,359)	\$(19,673)	\$(112)	\$ —	\$(112)
Issuance of restricted stock	555,832	5	—	—	—	—	5	—	5
Surrender of common stock by employees	(141,662)	—	(1,208)	—	—	—	(1,208)	—	(1,208)
Share-based compensation expense	—	—	—	3,621	—	—	3,621	—	3,621
Comprehensive income:									
Net income (loss)	—	—	—	—	18,605	—	18,605	(15)	18,590
Foreign currency translation adjustment	—	—	—	—	—	(1,415)	(1,415)	(1)	(1,416)
Minimum pension liability adjustment, net of tax	—	—	—	—	—	(6,730)	(6,730)	—	(6,730)
Total comprehensive income (loss)	—	—	—	—	—	—	10,460	(16)	10,444
Non-controlling interests	—	—	—	—	—	—	—	25	25
BALANCE — December 31, 2011	28,170,929	\$285	\$(4,059)	\$219,112	\$(174,754)	\$(27,818)	\$ 12,766	\$ 9	\$ 12,775
Issuance of restricted stock	455,834	5	—	—	—	—	5	—	5
Surrender of common stock by employees	(163,284)	—	(1,205)	—	—	—	(1,205)	—	(1,205)
Share-based compensation expense	—	—	—	4,710	—	—	4,710	—	4,710
Comprehensive income:									
Net income (loss)	—	—	—	—	50,077	—	50,077	(47)	50,030
Foreign currency translation adjustment	—	—	—	—	—	1,654	1,654	38	1,692
Minimum pension liability adjustment, net of tax	—	—	—	—	—	(1,721)	(1,721)	—	(1,721)
Total comprehensive income (loss)	—	—	—	—	—	—	50,010	(9)	50,001
Non-controlling interests	—	—	—	—	—	—	—	22	22
BALANCE — December 31, 2012	28,463,479	\$290	\$(5,264)	\$223,822	\$(124,677)	\$(27,885)	\$ 66,286	\$ 22	\$ 66,308

The accompanying notes are an integral part of these consolidated financial statements.

**COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**Years Ended December 31, 2012, 2011 and 2010**

	<b>2012</b>	<b>2011</b>	<b>2010</b>
	(In thousands)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 50,030	\$ 18,590	\$ 6,487
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	14,067	12,576	11,564
Provision for doubtful accounts	2,599	4,324	4,278
Noncash amortization of debt financing costs	1,132	1,254	1,514
Loss on early extinguishment of debt	—	7,448	—
Amortization of bond discount/premium, net	—	(345)	(1,226)
Paid-in-kind interest	—	—	3,569
Shared-based compensation expense	4,710	3,621	2,782
Loss (gain) on sale of assets	126	326	(92)
Deferred income tax benefit	(30,762)	(1,004)	(29)
Noncash (gain) loss on forward exchange contracts	(765)	347	(4,334)
Change in other operating items:			
Accounts receivable	15,126	(39,844)	(21,730)
Inventories	(6,748)	(9,962)	(9,155)
Prepaid expenses	1,559	1,295	17,456
Accounts payable and accrued liabilities	(25,273)	11,826	6,291
Pension plan contributions	(2,649)	(2,860)	(1,977)
Other operating activities, net	897	202	2,165
Net cash provided by operating activities	24,049	7,794	17,563
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property, plant and equipment	(17,323)	(21,325)	(10,101)
Proceeds from disposal/sale of property, plant and equipment	125	63	102
Post-acquisition and acquisition payments, net of cash received	(24,520)	(11,114)	—
Other investing activities, net	(1,041)	—	44
Net cash used in investing activities	(42,759)	(32,376)	(9,955)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from issuance of common stock, net	—	—	25,359
Proceeds from issuance of common stock under equity incentive plans	5	5	1,132
Surrender of common stock by employees	(1,205)	(1,208)	(1,761)
Repayment of long-term debt	—	(170,929)	—
Borrowings of long-term debt	—	250,000	—
Debt issuance costs and other	22	(6,938)	—
Net cash (used in) provided by financing activities	(1,178)	70,930	24,730
EFFECT OF CURRENCY EXCHANGE RATE CHANGES ON CASH	302	(984)	729
NET (DECREASE) INCREASE IN CASH	(19,586)	45,364	33,067
<b>CASH:</b>			
Beginning of period	87,955	42,591	9,524
End of period	\$ 68,369	\$ 87,955	\$ 42,591
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Cash paid for interest	\$ 19,944	\$ 20,512	\$ 10,576
Cash paid (received) for income taxes, net	\$ 4,566	\$ 1,184	\$(20,873)
Unpaid purchases of property and equipment included in accounts payable	\$ 1,318	\$ 966	\$ 544

The accompanying notes are an integral part of these consolidated financial statements.

## COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2012, 2011 and 2010

#### 1. Organization

Commercial Vehicle Group, Inc. and its subsidiaries (“CVG” or the “Company”) is a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the heavy-duty (Class 8) truck market, the medium—and heavy-construction vehicle markets, military, bus and agriculture markets, the specialty transportation markets and recreational (ATV/UTV) markets. Our products include static and suspension seat systems, electronic wire harness assemblies, controls and switches, cab structures and components, interior trim systems (including instrument panels, door panels, headliners, cabinetry and floor systems), interior and exterior finishes and mirrors and wiper systems specifically designed for applications in commercial vehicles. We have facilities located in the U.S. in Alabama, Arizona, Georgia, Indiana, Illinois, Iowa, Michigan, North Carolina, Ohio, Oregon, Tennessee and Virginia and outside of the U.S. in Australia, China, Czech Republic, India, Mexico, Ukraine and the United Kingdom.

#### 2. Significant Accounting Policies

*Principles of Consolidation* — The accompanying consolidated financial statements include the accounts of our wholly-owned or controlled subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

*Use of Estimates* — The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ materially from those estimates. Certain reclassifications have been made to prior year amounts to conform to current year presentation.

*Cash* — Cash consists of deposits with high credit-quality financial institutions.

*Accounts Receivable* — Trade accounts receivable are stated at current value less allowances, which approximates fair value. We review our receivables on an ongoing basis to ensure that they are properly valued and collectible. This is accomplished through two contra-receivable accounts — returns and allowances and allowance for doubtful accounts.

Returns and allowances are used to record estimates of returns or other allowances resulting from quality, delivery, discounts or other issues affecting the value of receivables. This account is estimated based on historical trends and current market conditions, with the offset to net sales.

The allowance for doubtful accounts is used to record the estimated risk of loss related to the customers’ inability to pay. This allowance is maintained at a level that we consider appropriate based on factors that affect collectability, such as the financial health of our customers, historical trends of charge-offs and recoveries and current economic market conditions. As we monitor our receivables, we identify customers that may have payment problems, and we adjust the allowance accordingly, with the offset to selling, general and administrative expense. Account balances are charged off against the allowance when recovery is considered remote.

*Inventories* — Inventories are valued at the lower of first-in, first-out cost or market. Inventory quantities on-hand are regularly reviewed, and where necessary, provisions for excess and obsolete inventory are recorded based primarily on our estimated production requirements driven by expected market volumes. Excess and obsolete provisions may vary by product depending upon future potential use of the product.



*Property, Plant and Equipment* — Property, plant and equipment are stated at cost, net of accumulated depreciation. For financial reporting purposes, depreciation is computed using the straight-line method over the following estimated useful lives:

Buildings and improvements .....	15 to 40 years
Machinery and equipment .....	3 to 20 years
Tools and dies .....	3 to 7 years
Computer hardware and software .....	3 to 5 years

Expenditures for maintenance and repairs are charged to expense as incurred. Expenditures for major betterments and renewals that extend the useful lives of property, plant and equipment are capitalized and depreciated over the remaining useful lives of the asset. When assets are retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations. Leasehold improvements are amortized using the straight-line method over the estimated useful lives of the improvements or the term of the lease, whichever is shorter. Accelerated depreciation methods are used for tax reporting purposes. Depreciation expense for the year ended December 31, 2012 was approximately \$13.6 million.

We review long-lived assets for recoverability whenever events or changes in circumstances indicate that carrying amounts of an asset group may not be recoverable. Our asset groups are established by determining the lowest level of cash flows available. If the estimated undiscounted cash flows are less than the carrying amounts of such assets, we recognize an impairment loss in an amount necessary to write down the assets to fair value as estimated from expected future discounted cash flows. Estimating the fair value of these assets is judgmental in nature and involves the use of significant estimates and assumptions. We base our fair value estimates on assumptions we believe to be reasonable, but that are inherently uncertain.

*Goodwill* — Goodwill represents the excess of acquisition purchase price over the fair value of net assets acquired. We review goodwill for impairment annually in the second fiscal quarter and whenever events or changes in circumstances indicate the carrying value may not be recoverable. We evaluate whether goodwill has been impaired at the reporting unit level by first determining whether the estimated fair value of the reporting unit is less than its carrying value and, if so, by determining whether the implied fair value of goodwill within the reporting unit is less than the carrying value. Implied fair value of goodwill is determined by considering both the income and market approach. Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain.

*Intangible Assets — Definite-Lived* — We review definite-lived intangible assets for recoverability whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. If the estimated undiscounted cash flows are less than the carrying amount of such assets, we recognize an impairment loss in an amount necessary to write down the assets to fair value as estimated from expected future discounted cash flows. Estimating the fair value of these assets is judgmental in nature and involves the use of significant estimates and assumptions. We base our fair value estimates on assumptions we believe to be reasonable, but that are inherently uncertain. Definite-lived intangible assets are amortized on a straight-line basis over the estimated life of the asset.

See Note 9 for additional information on our goodwill and intangible assets.

*Revenue Recognition* — We recognize revenue when 1) delivery has occurred or services have been rendered, 2) persuasive evidence of an arrangement exists, 3) there is a fixed or determinable price, and 4) collectability is reasonably assured. Our products are generally shipped from our facilities to our customers, which is when title passes to the customer for substantially all of our revenues.

*Warranty* — We are subject to warranty claims for products that fail to perform as expected due to design or manufacturing deficiencies. Customers continue to require their outside suppliers to guarantee or warrant their products and bear the cost of repair or replacement of such products. Depending on the terms under which we supply products to our customers, a customer may hold us responsible for some or all of the repair or replacement costs of defective products, when the product supplied did not perform as represented. Our policy is to record provisions for estimated future customer warranty costs based on historical trends and current economic factors. These amounts, as they relate to the years ended December 31, 2012 and 2011 are included within accrued expenses in the accompanying consolidated balance sheets. The following presents a summary of the warranty provision for the years ended December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Balance — Beginning of the year . . . . .	\$ 2,777	\$ 2,653
Additional acquisitions recorded . . . . .	—	297
Additional provisions recorded . . . . .	2,727	1,751
Deduction for payments made . . . . .	(2,286)	(1,929)
Currency translation adjustment . . . . .	21	5
Balance — End of year . . . . .	<u>\$ 3,239</u>	<u>\$ 2,777</u>

*Research and Development Costs* — Research and development costs are expensed as incurred and included in selling, general and administration expenses. Research and development costs charged to expense amounted to approximately \$6.4 million for the year ended December 31, 2012.

*Income Taxes* — We recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax laws and rates. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some, or a portion, of the deferred tax assets will not be realized. We provide a valuation allowance for deferred tax assets when it is more likely than not that a portion of such deferred tax assets will not be realized. We recognize tax positions initially in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and all relevant facts.

*Comprehensive Loss* — Comprehensive loss reflects the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. Comprehensive loss represents net loss adjusted for foreign currency translation adjustments and minimum pension liability adjustments. We disclose comprehensive loss in the consolidated statements of stockholders' deficit. The components of accumulated other comprehensive loss consisted of the following as of December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Foreign currency translation adjustment . . . . .	\$ (7,607)	\$ (9,261)
Minimum pension liability adjustment (net of tax of \$3,125 in 2012 and \$2,843 in 2011) . . . . .	(20,278)	(18,557)
	<u>\$(27,885)</u>	<u>\$(27,818)</u>

*Fair Value of Financial Instruments* — The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1 — Unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 — Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

Level 3 — Significant unobservable inputs reflecting management’s own assumptions about the inputs used in pricing the asset or liability.

*Concentrations of Credit Risk* — Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and accounts receivable. We sell products to various companies throughout the world in the ordinary course of business. We routinely assess the financial strength of our customers and maintain allowances for anticipated losses. Customers that accounted for a significant portion of consolidated revenues for each of the three years ended December 31 were as follows:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
PACCAR .....	19%	18%	12%
Daimler Trucks .....	15	13	11
Volvo/Mack .....	15	14	11
Caterpillar .....	10	11	12
International (Navistar) .....	7	9	11
Deere & Co. ....	5	4	3

As of December 31, 2012 and 2011, receivables from these customers represented approximately 58% and 66% of total receivables, respectively.

*Foreign Currency Translation* — Our functional currency is the local currency. Accordingly, all assets and liabilities of our foreign subsidiaries are translated using exchange rates in effect at the end of the period and revenue and costs are translated using average exchange rates for the period. The related translation adjustments are reported in accumulated other comprehensive loss in stockholders’ equity. Translation gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved are included in the results of operations.

*Foreign Currency Forward Exchange Contracts* — We use forward exchange contracts to hedge certain of the foreign currency transaction exposures. We estimate our projected revenues and purchases in certain foreign currencies or locations, and hedge a portion or all of the anticipated long or short position. The contracts typically run from one month up to eighteen months. All forward foreign exchange contracts have been marked-to-market and the fair value of contracts recorded in the consolidated balance sheets with the offsetting non-cash gain or loss recorded in our consolidated statements of income. We do not hold or issue foreign exchange options or forward contracts for trading purposes.

*Recently Issued Accounting Pronouncements* — In July 2012, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2012-02, “Intangibles — Goodwill and Other.” The ASU gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If a company determines that it is more likely than not that the fair value of such an asset exceeds its carrying amount, it would not need to calculate the fair value of the asset in that year. However, if a company concludes otherwise, it must calculate the fair value of the asset,

compare that value with its carrying amount and record an impairment charge, if any. This guidance will be effective beginning in fiscal 2013; however, early adoption is permitted. The Company is currently evaluating the provisions of this ASU.

In December 2011, the FASB issued ASU No. 2011-12, “*Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.*” This update defers the provisions within ASU 2011-05 requiring the presentation on the face of the financial statements of the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income. The deferral will allow the FASB further time to deliberate operational concerns expressed by constituents. ASU 2011-12 was effective concurrently with the adoption of ASU 2011-05.

In September 2011, the FASB issued ASU No. 2011-08, “*Testing Goodwill for Impairment,*” which permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The provisions of this ASU were adopted in 2012. The adoption of this ASU did not have a material impact on our consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, “*Comprehensive Income.*” This ASU intends to enhance comparability and transparency of other comprehensive income components. The guidance provides an option to present total comprehensive income, the components of net income and the components of other comprehensive income in a single continuous statement or two separate but consecutive statements. This ASU eliminates the option to present other comprehensive income components as part of the statement of changes in stockholders’ equity. The provisions of this ASU were adopted in the first fiscal quarter of 2012 and were applied retrospectively. The adoption of this ASU resulted in the presentation of a new statement, the consolidated statement of comprehensive income.

In May 2011, the FASB issued ASU No. 2011-04, “*Fair Value Measurement.*” This ASU clarifies the concepts related to highest and best use and valuation premise, blockage factors and other premiums and discounts, the fair value measurement of financial instruments held in a portfolio and of those instruments classified as a component of stockholders’ equity. The guidance includes enhanced disclosure requirements about recurring Level 3 fair value measurements, the use of nonfinancial assets, and the level in the fair value hierarchy of assets and liabilities not recorded at fair value. The provisions of this ASU were effective prospectively for interim and annual periods beginning on or after December 15, 2011. The adoption of this ASU did not have a material impact on our consolidated financial statements.

### 3. Fair Value Measurement

At December 31, 2012, our financial instruments consist of cash, accounts receivable, accounts payable, accrued liabilities and our revolving credit facility. The carrying value of these instruments approximates fair value as a result of the short duration of such instruments or due to the variability of the interest cost associated with such instruments. The fair values of our derivative assets and liabilities measured on a recurring basis as of December 31 are categorized as follows (in thousands):

	2012				2011			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Derivative assets (1) . . . . .	\$419	\$—	\$419	\$—	\$ 1	\$—	\$ 1	\$—
Derivative liabilities (1) . . . . .	\$ 1	\$—	\$ 1	\$—	\$348	\$—	\$348	\$—

(1) Based on observable market transactions of spot and forward rates.

Our derivative assets and liabilities represent foreign exchange contracts that are measured at fair value using observable market inputs such as forward rates, interest rates, our own credit risk and our counterparties' credit risks. Based on these inputs, the derivative assets and liabilities are classified as Level 2.

The following table summarizes the notional amount of our open foreign exchange contracts at December 31 (in thousands):

	2012		2011	
	U.S. \$ Equivalent	U.S. Equivalent Fair Value	U.S. \$ Equivalent	U.S. Equivalent Fair Value
Commitments to buy currencies:				
Mexican peso .....	<u>\$10,066</u>	<u>\$10,484</u>	<u>\$11,212</u>	<u>\$10,865</u>

We consider the impact of our credit risk on the fair value of the contracts, as well as the ability to execute obligations under the contract.

The following table summarizes the fair value and presentation in the consolidated balance sheets for derivatives not designated as accounting hedges at December 31 (in thousands):

	Asset Derivatives			
	2012		2011	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange contracts .....	Other current assets	<u>\$419</u>	Other assets	<u>\$ 1</u>

	Liability Derivatives			
	2012		2011	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange contracts .....	Accrued liabilities	\$ 1	Accrued liabilities	\$339
Foreign exchange contracts .....			Other long-term liabilities	<u>9</u>
		<u>\$ 1</u>		<u>\$348</u>

The following table summarizes the effect of derivative instruments on the consolidated statements of income for derivatives not designated as accounting hedges at December 31 (in thousands):

	Location of (Loss) Gain Recognized in Income on Derivatives	2012	2011
		Amount of (Loss) Gain Recognized in Income on Derivatives	Amount of (Loss) Gain Recognized in Income on Derivatives
Foreign exchange contracts .....	Cost of Revenues	\$765	\$ —
	Other (Expense) Income	\$ —	\$(347)

The carrying amounts and fair values of our long-term debt at December 31 are as follows (in thousands):

	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt .....	\$250,000	\$248,750	\$250,000	\$250,000



The following methods were used to estimate the fair value of each class of financial instruments:

*Long-term debt.* The fair value of long-term debt obligations is based on quoted market prices or on rates available on debt with similar terms and maturities.

There were no fair value measurements of our long-lived assets and definite-lived intangible assets measured on a non-recurring basis as of December 31, 2012 or 2011.

#### 4. Business Combinations

On November 5, 2012, we acquired all of the seat assembly assets related to Vijayjyot Seats Private Limited (“Vijayjyot”) for cash consideration of approximately \$14.0 million (the “Vijayjyot acquisition”) and contingent consideration estimated at \$1.7 million. The additional contingent consideration will be paid based on EBITDA earnings payable on the first anniversary of the closing date and thereafter on the second anniversary of the closing date. Total purchase price shall not exceed approximately \$16.2 million. Vijayjyot supplies seats primarily for the passenger, school and coach bus markets in India. Vijayjyot has three leased facilities in the Baska (State of Gujarat), Pune (State of Maharashtra) and Dharwad (State of Karnataka) regions of India. The acquisition of Vijayjyot is an ideal match for our strategic plan of growth and expansion into the India commercial vehicle market and complements our existing initiatives in the construction and truck markets of India.

On December 28, 2012, we acquired all of the assets related to Daltek, LLC (“Daltek”) for total consideration of approximately \$13.2 million (the “Daltek acquisition”). The consideration consisted of \$10.6 million cash paid upon closing, with \$2.6 million deferred until 18 months following closing. The deferred purchase price of \$2.5 million may be adjusted based on a final achieved working capital amount as of closing. Daltek is a company specializing in the application of customized industrial hydrographic films, paints and other interior and exterior finishes. Daltek has two leased facilities in Dalton, Georgia. The acquisition of Daltek complements our existing exterior and interior trim products and fits our long-term strategic plan for growth and diversification outside of the Class 8 market.

The operating results of Vijayjyot and Daltek have been included in our consolidated financial statements since the dates of acquisition. From the date of acquisition through December 31, 2012, we recorded revenues of approximately \$1.5 million and net income of approximately \$36 thousand for Vijayjyot. We did not record revenues or net income for Daltek as of December 31, 2012. Acquisition related expenses for Vijayjyot and Daltek of approximately \$0.7 million and \$0.1 million, respectively, were incurred for the twelve months ended December 31, 2012 and have been recorded as selling, general and administrative expenses on our consolidated statements of income.

The Vijayjyot and Daltek acquisitions were accounted for by the acquisition method of accounting. Under acquisition accounting, the total purchase price has been allocated to the tangible and intangible assets and liabilities of Vijayjyot and Daltek based upon their respective fair values. The purchase price associated with the Daltek and Vijayjyot acquisitions exceeded the preliminary fair value of the net assets acquired by approximately \$6.6 million and \$2.5 million, respectively. In connection with the allocation of the purchase price for Vijayjyot and Daltek, we recorded definite-lived intangible assets of approximately \$8.7 million and \$7.6 million, respectively. The excess purchase price over net assets acquired was as follows (in thousands):

	<u>Vijayjyot</u>	<u>Daltek</u>
Initial cash paid, net of working capital adjustment . . . . .	\$13,960	\$10,560
Contingent consideration, deferred purchase price . . . . .	1,728	2,526
Total consideration . . . . .	<u>15,688</u>	<u>13,086</u>
Net assets at fair value . . . . .	<u>9,071</u>	<u>10,610</u>
Excess of total consideration over net assets acquired . . . . .	<u>\$ 6,617</u>	<u>\$ 2,476</u>

The fair value of assets acquired and liabilities assumed allocation for the Vijayjyot and Daltek acquisitions was as follows (in thousands):

	<u>Vijayjyot</u>	<u>Daltek</u>
Accounts receivable .....	\$ —	\$ 1,057
Inventories .....	203	1,010
Other current assets .....	57	27
Property, plant and equipment .....	165	954
Definite-lived intangible assets .....	8,703	7,594
Goodwill .....	6,617	2,476
Current liabilities .....	<u>(57)</u>	<u>(32)</u>
Total consideration .....	<u>\$15,688</u>	<u>\$13,086</u>

In 2011, we entered into a joint venture (the “Joint Venture”) with Hema Engineering Industries Limited (“Hema”) for the production of seats and seating components for the India commercial vehicle market and for the supply of seats and components to our other global locations. At the date of the Joint Venture, we held a 90% ownership and Hema held a 10% ownership in the Joint Venture, which we deemed a voting interest entity. In connection with the Vijayjyot acquisition, our ownership interest increased to approximately 99% and Hema holds approximately 1% ownership in the Joint Venture. Hema has the option to increase its ownership interest in the Joint Venture to 10% within 18 months from November 12, 2012. As a result, we consolidate the Joint Venture in our consolidated financial statements according to the voting model.

Pro forma results for our 2012 acquisitions would not be materially different than reported results.

On January 28, 2011, we acquired all of the assets and certain liabilities related to Bostrom Seating, Inc. (“Bostrom”) for cash consideration of approximately \$8.8 million (the “Bostrom acquisition”). Bostrom is a seat supplier to the North American heavy truck, aftermarket, bus and specialty vehicle markets. Bostrom has one owned manufacturing facility in Piedmont, Alabama. The acquisition of Bostrom further expands our North American presence in certain key end markets and enhances our overall aftermarket position.

On July 27, 2011, we acquired certain assets of Stratos Seating (“Stratos”) for cash consideration of approximately \$2.3 million (the “Stratos acquisition”). Stratos is a seat supplier to the Australian military, truck and specialty vehicle markets. Stratos is located in Wetherill Park, Sydney, Australia. The acquisition of Stratos expands our Australian presence in the military and truck markets and enhances our overall product offering with the addition of the unique Stratos suspension system and military seating products.

The following pro forma information for the twelve months ended December 31, 2011 and 2010 presents the result of operations as if the acquisitions of Bostrom and Stratos had taken place at the beginning of the comparable prior annual reporting periods. The pro forma results are not necessarily indicative of the financial position or result of operations had the acquisitions taken place at the beginning of the periods. In addition, the pro forma results are not necessarily indicative of the future financial or operating results (in thousands, except per share data):

	<u>2011</u>	<u>2010</u>
	(Unaudited)	(Unaudited)
Revenue .....	\$838,559	\$629,490
Operating income .....	\$ 50,002	\$ 15,715
Net income .....	\$ 19,536	\$ 5,484
Earnings Per Share Attributable to Common Stockholders:		
Basic .....	\$ 0.70	\$ 0.21
Diluted .....	\$ 0.69	\$ 0.20

## 5. Inventories

Inventories consisted of the following as of December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Raw materials .....	\$57,355	\$49,178
Work in process .....	13,659	15,343
Finished goods .....	<u>17,467</u>	<u>14,902</u>
	<u>\$88,481</u>	<u>\$79,423</u>

## 6. Accrued and Other Liabilities

Accrued and other liabilities consisted of the following as of December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Compensation and benefits .....	\$17,428	\$20,256
Interest .....	4,274	4,277
Warranty costs .....	3,239	2,777
Legal and professional fees .....	1,240	2,091
Taxes payable .....	1,750	2,580
Contingent consideration .....	1,700	—
Other .....	<u>3,238</u>	<u>6,979</u>
	<u>\$32,869</u>	<u>\$38,960</u>

## 7. Restructuring

In 2009, we announced the closure and consolidation of our Liberec, Czech Republic facility, the closure of our Norwalk, Ohio facility and the closure of our Vancouver, Washington facility. We completed the Norwalk closure as of September 30, 2010 and the Liberec closure and consolidation and the Vancouver closure as of December 31, 2009.

We estimate that we will record total cash expenditures for these restructurings of approximately \$7.0 million, consisting of approximately \$2.7 million of severance costs and \$4.3 million of facility closure costs. We have incurred cumulative restructuring charges of \$6.6 million consisting of approximately \$2.7 million of severance costs and \$3.9 million of facility closure costs as of December 31, 2012.

A summary of the restructuring liability for the years ended December 31 is as follows (in thousands):

	<u>2012</u>			<u>2011</u>		
	<u>Employee Costs</u>	<u>Facility Exit and Other Contractual Costs</u>	<u>Total</u>	<u>Employee Costs</u>	<u>Facility Exit and Other Contractual Costs</u>	<u>Total</u>
Balance — Beginning of the year .....	\$ 1	\$ 481	\$ 482	\$ 101	\$ 1,362	\$ 1,463
Provisions .....	—	—	—	131	538	669
Utilizations .....	—	(148)	(148)	(231)	(1,475)	(1,706)
Currency .....	—	—	—	—	<u>56</u>	<u>56</u>
Balance — End of the year .....	<u>\$ 1</u>	<u>\$ 333</u>	<u>\$ 334</u>	<u>\$ 1</u>	<u>\$ 481</u>	<u>\$ 482</u>

## 8. Debt

Debt consisted of the following at December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
7.875% senior secured notes due April 15, 2019 .....	\$250,000	\$250,000

### Revolving Credit Facility

On January 7, 2009, we and certain of our direct and indirect U.S. subsidiaries, as borrowers (the “borrowers”), entered into a loan and security agreement with Bank of America, N.A., as agent and lender, which provided for a three-year asset-based revolving credit facility (as amended, the “revolving credit facility”) with an aggregate principal amount of up to \$37.5 million (after giving effect to a second amendment to our loan and security agreement entered into on August 4, 2009), which was subject to an availability block. On April 26, 2011, we entered into an amendment and restatement to the loan and security agreement governing the revolving credit facility (as so amended and restated, the “Loan and Security Agreement”) which, among other things, extended the maturity of the revolving credit facility to April 26, 2014, increased the revolving commitment to \$40.0 million and revised the availability block to equal the amount of debt Bank of America, N.A. or its affiliates makes available to the Company’s foreign subsidiaries. There was no availability block as of December 31, 2012. Up to an aggregate of \$10.0 million is available to the borrowers for the issuance of letters of credit, which reduces availability under the revolving credit facility.

In connection with the amendment and restatement of the Loan and Security Agreement on April 26, 2011, we issued \$250.0 million aggregate principal amount of 7.875% senior secured notes due 2019 (the “7.875% notes”) pursuant to a new indenture (as discussed below). We used the net proceeds from the offering of the 7.875% notes to repay all outstanding indebtedness under our loan and security agreement, dated as of August 24, 2009, to fund the repurchase of approximately \$94.9 million of our 8% Senior Notes due 2013 (the “8% notes”) and approximately \$48.0 million of our 11%/13% Third Lien Senior Secured Notes due 2013 (the “third lien notes”) and to pay related fees and expenses.

As of December 31, 2012, approximately \$5.7 million in deferred fees relating to the revolving credit facility and our 7.875% notes were being amortized over the remaining life of the agreements.

As of December 31, 2012, we did not have borrowings under the revolving credit facility. In addition, as of December 31, 2012, we had outstanding letters of credit of approximately \$2.5 million and borrowing availability of \$37.5 million under the revolving credit facility.

Under the revolving credit facility, borrowings bear interest at various rates plus a margin based on certain financial ratios. The borrowers’ obligations under the revolving credit facility are secured by a first-priority lien (subject to certain permitted liens) on substantially all of the tangible and intangible assets of the borrowers, as well as 100% of the capital stock of the direct domestic subsidiaries of each borrower and 65% of the capital stock of each foreign subsidiary directly owned by a borrower. Each of CVG and each other borrower is jointly and severally liable for the obligations under the revolving credit facility and unconditionally guarantees the prompt payment and performance thereof.

The applicable margin for borrowings under the revolving credit facility is based upon the fixed charge coverage ratio for the most recently ended fiscal quarter, as follows:

<u>Level</u>	<u>Ratio</u>	<u>Domestic Base Rate Loans</u>	<u>LIBOR Revolver Loans</u>
III	≤ 1.25 to 1.00	1.50%	2.50%
II	≥ 1.25 to 1.00 but < 1.75 to 1.00	1.25%	2.25%
I	≥ 1.75 to 1.00	1.00%	2.00%

The applicable margin shall be subject to increase or decrease following receipt by the agent of the financial statements and corresponding compliance certificate for each fiscal quarter. If the financial statements or corresponding compliance certificate are not timely delivered, then the highest rate shall be applicable until the first day of the calendar month following actual receipt. Until receipt by the agent of the financial statements and corresponding compliance certificate for the fiscal quarter ending December 30, 2012, the applicable margin was set at Level I based on our September 30, 2012 financial statements and compliance certificate.

We pay a commitment fee to the lenders which is calculated at a rate per annum based on a percentage of the difference between committed amounts and amounts actually borrowed under the revolving credit facility multiplied by an applicable margin. The commitment fee is payable quarterly in arrears. Currently, the unused commitment fees is (i) .500% per annum times the unused commitment during any fiscal quarter in which the aggregate average daily unused commitment is equal to or greater than 50% of the revolver commitments or (ii) .375% per annum times the unused commitment during any fiscal quarter in which the aggregate average daily unused commitment is less than 50% of the revolver commitments.

#### *Terms, Covenants and Compliance Status*

The Loan and Security Agreement requires the maintenance of a minimum fixed charge coverage ratio calculated based upon consolidated EBITDA (as defined in the revolving credit facility) as of the last day of each of our fiscal quarters. We are not required to comply with the fixed charge coverage ratio requirement for as long as we maintain at least \$10.0 million of borrowing availability under the revolving credit facility. If borrowing availability is less than \$10.0 million at any time, we would be required to comply with a fixed charge coverage ratio of 1.1:1.0 as of the end of any fiscal quarter, and would be required to continue to comply with these requirements until we have borrowing availability of \$10.0 million or greater for 60 consecutive days. Because we had borrowing availability in excess of \$10.0 million from December 31, 2011 through December 31, 2012, we were not required to comply with the minimum fixed charge coverage ratio covenant during the year ended December 31, 2012.

The Loan and Security Agreement contains customary restrictive covenants and events of default. We were in compliance with these covenants and not in default as of December 31, 2012.

#### 7.875% Senior Secured Notes due 2019

The 7.875% notes were issued pursuant to an indenture, dated as of April 26, 2011 (the "7.875% Notes Indenture"), by and among CVG, certain of our subsidiaries party thereto, as guarantors (the "guarantors"), and U.S. Bank National Association, as trustee. Interest is payable on the 7.875% notes on April 15 and October 15 of each year until their maturity date of April 15, 2019.

The 7.875% notes are senior secured obligations of CVG. Our obligations under the 7.875% notes are guaranteed by the guarantors. The obligations of CVG and the guarantors under the 7.875% notes are secured by a second-priority lien (subject to certain permitted liens) on substantially all of the property and assets of CVG and the guarantors, and a pledge of 100% of the capital stock of CVG's domestic subsidiaries and 65% of the voting capital stock of each foreign subsidiary directly owned by CVG and the guarantors. The liens, the security interests and all of the obligations of CVG and the guarantors and all provisions regarding remedies in an event of default are subject to an intercreditor agreement among CVG, certain of its subsidiaries, the agent for the revolving credit facility and the collateral agent for the 7.875% notes.

The 7.875% Notes Indenture contains restrictive covenants and events of default (subject to certain customary grace periods). We were in compliance with these covenants and were not in default as of December 31, 2012.

We may redeem the 7.875% notes, in whole or in part, at any time prior to April 15, 2014 at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption



date, plus the “make-whole” premium set forth in the 7.875% Notes Indenture. We evaluated the “make-whole” premium under ASC 815-15 and determined that the premium is not required to be bifurcated from the 7.875% notes and accounted for as a separate derivative instrument. We may redeem the 7.875% notes, in whole or in part, at any time on or after April 15, 2014 at the optional redemption prices set forth in the 7.875% Notes Indenture, plus accrued and unpaid interest, if any, to the redemption date. Not more than once during each twelve-month period ending on April 15, 2012, April 15, 2013 and April 15, 2014, we may redeem up to \$25.0 million of the aggregate principal amount of the 7.875% notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. In addition, at any time on or prior to April 15, 2014, on one or more occasions, we may redeem up to 35% of the aggregate principal amount of the 7.875% notes with the net proceeds of certain equity offerings, as described in the 7.875% Notes Indenture, at a redemption price equal to 107.875% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. If we experience certain change of control events, holders of the 7.875% notes may require us to repurchase all or part of their notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

## 9. Goodwill and Intangible Assets

Goodwill represents the excess of acquisition purchase price over the fair value of net assets acquired. We review goodwill for impairment annually in the second fiscal quarter and whenever events or changes in circumstances indicate the carrying value may not be recoverable. We evaluate whether goodwill has been impaired at the reporting unit level by first determining whether the estimated fair value of the reporting unit is less than its carrying value and, if so, by determining whether the implied fair value of goodwill within the reporting unit is less than the carrying value. Implied fair value of goodwill is determined by considering both the income and market approach. Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain

### *Principal Factors Contributing to the Recognition of Goodwill:*

#### Vijayjyot:

The primary reasons for the acquisition of Vijayjyot and the principal factors that contributed to a purchase price that resulted in the recognition of goodwill were:

- The acquisition provides us with the opportunity to enter the seating industry in India, which aligns with our geographic diversification strategy;
- We have the opportunity to expand our product base into seating for the busing industry, which is in a growth phase in India as the infrastructure continues to be developed; and
- There is an existing workforce that we can leverage as we establish our operations.

#### Daltek:

The primary reasons for the acquisition of Daltek and the principal factors that contributed to a purchase price that resulted in the recognition of goodwill were:

- This acquisition complements our existing exterior and interior trim products;
- CVG’s plastic molding business will obtain an advantage over its competitors by our ability to provide surface finishing, which has been a request of some major OEMs;

- We have the opportunity to expand our product base outside of the Class 8 market, which fits with our long-term product diversification goals; and
- There is an existing workforce that we can leverage as we establish our operations.

Our goodwill and intangible assets as of December 31 were comprised of the following (in thousands):

	<u>December 31, 2012</u>			
	<u>Weighted-Average Amortization Period</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Definite-lived intangible assets:				
Trademarks/Tradenames . . . . .	23 years	\$ 9,911	\$(2,556)	\$ 7,355
Customer relationships . . . . .	15 years	<u>15,737</u>	<u>(91)</u>	<u>15,646</u>
		<u>\$25,648</u>	<u>\$(2,647)</u>	<u>\$23,001</u>
Indefinite-lived intangible assets:				
Goodwill . . . . .		\$ 8,986	\$ —	\$ 8,986
	<u>December 31, 2011</u>			
	<u>Weighted-Average Amortization Period</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Definite-lived intangible assets:				
Trademarks/Tradenames . . . . .	23 years	\$ 9,468	\$(2,153)	\$ 7,315

The aggregate intangible asset amortization expense was approximately \$0.5 million, \$0.3 million and \$0.2 million for the fiscal years ended December 31, 2012, 2011 and 2010, respectively.

The estimated intangible asset amortization expense for the five succeeding fiscal years ending after December 31, 2012, is as follows (in thousands):

2013 . . . . .	\$1,624
2014 . . . . .	\$1,590
2015 . . . . .	\$1,416
2016 . . . . .	\$1,416
2017 . . . . .	\$1,416

The changes in the carrying amounts of goodwill for the years ended December 31 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Balance — Beginning of the year . . . . .	\$ —	\$—
Additional acquisitions recorded . . . . .	9,093	—
Currency translation adjustment . . . . .	<u>(107)</u>	<u>—</u>
Balance — End of the year . . . . .	<u>\$8,986</u>	<u>\$—</u>

**10. Income Taxes**

Pre-tax income (loss) consisted of the following for the years ended December 31 (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Domestic .....	\$13,315	\$12,135	\$ (520)
Foreign .....	<u>9,767</u>	<u>9,550</u>	<u>5,182</u>
Total .....	<u>\$23,082</u>	<u>\$21,685</u>	<u>\$4,662</u>

A reconciliation of income taxes computed at the statutory rates to the reported income tax (benefit) provision for the years ended December 31 is as follows (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Federal provision at statutory rate .....	\$ 8,079	\$ 7,590	\$ 1,632
U.S./foreign tax rate differential .....	665	555	(622)
Foreign non-deductible expenses .....	1,557	—	—
Foreign tax provision .....	83	582	(863)
State taxes, net of federal benefit .....	1,194	37	(66)
Change in uncertain tax positions .....	(359)	184	(2,178)
Change in valuation allowance .....	(43,804)	(3,951)	1,018
Tax credits .....	(37)	(259)	(465)
Share-based compensation .....	539	325	354
Reduction of prior year's tax attributes .....	255	(1,424)	(160)
Permanent goodwill .....	—	(412)	(412)
Entity reclassification gain .....	4,167	—	—
Other .....	<u>713</u>	<u>(132)</u>	<u>(63)</u>
(Benefit) provision for income taxes .....	<u>\$ (26,948)</u>	<u>\$ 3,095</u>	<u>\$ (1,825)</u>

The (benefit) provision for income taxes for the years ended December 31 is as follows (in thousands):

	<u>2012</u>			<u>2011</u>			<u>2010</u>		
	<u>Current Provision</u>	<u>Deferred Provision</u>	<u>Total Provision</u>	<u>Current Provision</u>	<u>Deferred Provision</u>	<u>Total Provision</u>	<u>Current Provision</u>	<u>Deferred Provision</u>	<u>Total Provision</u>
Federal .....	\$(6,295)	\$(31,676)	\$(37,971)	\$ (240)	\$ (817)	\$(1,057)	\$(2,329)	\$ 132	\$(2,197)
State and local .....	854	1,023	1,877	857	(533)	324	315	(417)	(102)
Foreign .....	9,281	(135)	9,146	3,482	346	3,828	218	256	474
Total .....	<u>\$ 3,840</u>	<u>\$(30,788)</u>	<u>\$(26,948)</u>	<u>\$4,099</u>	<u>\$(1,004)</u>	<u>\$ 3,095</u>	<u>\$(1,796)</u>	<u>\$ (29)</u>	<u>\$(1,825)</u>

A summary of deferred income tax assets and liabilities as of December 31 is as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Current deferred tax assets (liabilities):		
Accounts receivable .....	\$ 306	\$ 367
Inventories .....	3,318	2,620
Warranty costs .....	1,874	1,916
Foreign exchange contracts .....	(157)	129
Accrued benefits .....	1,945	4,051
Other accruals not currently deductible for tax purposes .....	1,453	2,441
	<u>8,739</u>	<u>11,524</u>
Valuation allowance .....	(532)	(9,686)
Net current deferred tax assets .....	<u>\$ 8,207</u>	<u>\$ 1,838</u>
Noncurrent deferred tax (liabilities) assets:		
Amortization and fixed assets .....	\$ 13,620	\$ 20,847
Pension obligation .....	8,828	9,942
Net operating loss carryforwards .....	18,365	27,665
Tax credit carryforwards .....	1,631	1,236
Stock options .....	608	687
Other temporary differences not currently available for tax purposes .....	(2,478)	(1,504)
	<u>40,574</u>	<u>58,873</u>
Valuation allowance .....	(16,960)	(59,678)
Net noncurrent deferred tax assets (liabilities) .....	<u>\$ 23,614</u>	<u>\$ (805)</u>
Total deferred tax asset .....	<u>\$ 31,821</u>	<u>\$ 1,033</u>

As of December 31, 2012, we had total deferred assets of \$61.2 million, which was offset by \$17.5 million of valuation allowances. Our total deferred tax liabilities were \$11.9 million. Our overall deferred tax position was a net deferred tax asset of \$31.8 million.

As a result of certain realization requirements, the table of deferred tax assets and liabilities shown above does not include certain deferred tax assets at December 31, 2012, that arose directly from tax deductions related to equity compensation in excess of compensation recognized for financial reporting. Equity will be increased by \$2.0 million if and when such deferred tax assets are ultimately realized. We use tax law ordering for purposes of determining when excess tax benefits have been realized.

We assess whether valuation allowances should be established against deferred tax assets based on consideration of all available evidence, both positive and negative, using a “more likely than not” standard. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecasts of future profitability, the duration of statutory carryforward periods, our experience with tax attributes expiring unused and tax planning alternatives. In making such judgments, significant weight is given to evidence that can be objectively verified.

During 2011, we maintained a full valuation allowance against our deferred tax assets, except for certain state and international taxing jurisdictions which did not have a multiple year cumulative loss. During 2012, we generated sufficient earnings to support a three-year cumulative history of domestic pre-tax book earnings. When combined with the review of other positive and negative evidence, we determined that it was appropriate to release the entire \$53.5 million of valuation allowances associated with all federal and state deferred tax assets existing at December 31, 2011. As of December 31, 2012, we determined that a valuation allowance of \$17.5 million was needed against certain foreign deferred tax assets. This amount represents our total net deferred

assets in international jurisdictions that have a multiple year cumulative loss. In the event that our actual results differ from our estimates or we adjust these estimates in future periods, the effects of these adjustments could materially impact our financial position and results of operations. As of December 31, 2012 and 2011, our net deferred tax asset position in our financials was approximately \$31.8 million and \$1.0 million, respectively.

As of December 31, 2012, we had approximately \$58.5 million of foreign, \$1.7 million of federal and \$71.8 million of state net operating loss carryforwards available to offset future taxable income. Utilization of these losses is subject to the tax laws of the applicable tax jurisdiction and may be limited by the ability of certain subsidiaries to generate taxable income in the associated tax jurisdiction. Our net operating loss carryforwards expire beginning in 2013 and continue through 2032, except for certain tax jurisdictions with no expiration dates.

As of December 31, 2012, we had approximately \$1.0 million of research and development tax credits being carried forward related to our U.S. operations. Utilization of these credits may be limited by the ability to generate federal taxable income in future years. We also had approximately \$0.6 million of alternative minimum tax credit carryforward. These tax credits will expire beginning in 2026 and continue through 2032.

As of December 31, 2012, undistributed earnings from our foreign affiliates were approximately \$31.7 million. We do not intend to repatriate these funds and consider these funds to be permanently reinvested in accordance with ASC 740-30. Deferred taxes have not been provided on these unremitted earnings as determination of the liability is not practical because the liability would be dependent on circumstances existing if and when remittance occurs.

As of December 31, 2012 cash of approximately \$22.0 million was held by foreign subsidiaries. If we were to repatriate any portion of these funds back to the U.S., we would need to accrue and pay the appropriate withholding and income taxes on amounts repatriated. We do not intend to repatriate funds held by our foreign affiliates, but intend to use the cash to fund the growth of our foreign operations.

We operate in multiple jurisdictions and are routinely under audit by federal, state and international tax authorities. Exposures exist related to various filing positions which may require an extended period of time to resolve and may result in income tax adjustments by the taxing authorities. Reserves for these potential exposures have been established which represent management's best estimate of the probable adjustments. On a quarterly basis, management evaluates the reserve amounts in light of any additional information and adjusts the reserve balances as necessary to reflect the best estimate of the probable outcomes. However, actual results may differ from these estimates. The resolution of these matters in a particular future period could have an impact on our consolidated statement of operations and provision for income taxes.

We file federal income tax returns in the U.S. and income tax returns in various states and foreign jurisdictions. With few exceptions, we are no longer subject to income tax examinations by any of the taxing authorities for years before 2008. We currently have one income tax examination in process. We do not anticipate that any adjustments from this examination will result in material changes to our consolidated financial position and results of operations.

As of December 31, 2012 and 2011, we provided a liability of approximately \$0.4 million and \$0.9 million, respectively, of unrecognized tax benefits related to various federal and state income tax positions, all of which would impact our effective tax rate, if recognized.

We accrue interest and penalties related to unrecognized tax benefits through income tax expense. We had approximately \$151 thousand and \$0.5 million accrued for the payment of interest and penalties at December 31, 2012 and December 31, 2011, respectively. Accrued interest and penalties are included in the \$0.4 million of unrecognized tax benefits.

Approximately \$283 thousand of unrecognized tax reserves, interest and penalties will be released within the next 12 months due to the statute of limitations.

A reconciliation of the beginning and ending amount of unrecognized tax benefits (including interest and penalties) at December 31 is as follows (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Balance — Beginning of the year . . . . .	\$ 851	\$666	\$ 2,879
Gross increase — tax positions in prior periods . . . . .	162	235	379
Gross decreases — tax positions in prior periods . . . . .	(523)	(48)	(2,674)
Gross increases — current period tax positions . . . . .	20	—	168
Lapse of statute of limitations . . . . .	(66)	(2)	(86)
Balance — End of the year . . . . .	<u>\$ 444</u>	<u>\$851</u>	<u>\$ 666</u>

## 11. Segment Reporting and Geographic Locations

Operating segments are defined as components of an enterprise that are evaluated regularly by the company's chief operating decision maker. Due to the manner in which our chief operating decision maker regularly assesses performance and decides how to allocate resources, we have a single operating segment.

The following table presents revenues and long-lived assets for each of the geographic areas in which we operate (in thousands):

	<u>Years Ended December 31,</u>					
	<u>2012</u>		<u>2011</u>		<u>2010</u>	
	<u>Revenues</u>	<u>Property, Plant and Equipment</u>	<u>Revenues</u>	<u>Property, Plant and Equipment</u>	<u>Revenues</u>	<u>Property, Plant and Equipment</u>
United States . . . . .	\$674,106	\$67,821	\$611,240	\$69,438	\$468,190	\$52,875
United Kingdom . . . . .	57,623	2,890	71,389	3,353	55,395	2,375
All other countries . . . . .	126,187	12,593	149,393	3,881	74,194	4,071
	<u>\$857,916</u>	<u>\$83,304</u>	<u>\$832,022</u>	<u>\$76,672</u>	<u>\$597,779</u>	<u>\$59,321</u>

Revenues are attributed to geographic locations based on the location of where the product is sold. Included in all other countries are intercompany sales eliminations.

The following is a summary composition by product category of our revenues (dollars in thousands):

	<u>Years Ended December 31,</u>					
	<u>2012</u>		<u>2011</u>		<u>2010</u>	
	<u>Revenues</u>	<u>%</u>	<u>Revenues</u>	<u>%</u>	<u>Revenues</u>	<u>%</u>
Seats and seating systems . . . . .	\$362,631	42	\$357,994	43	\$230,836	39
Electronic wire harnesses and panel assemblies . . . . .	175,051	21	179,595	22	158,993	27
Trim systems and components . . . . .	170,110	20	156,849	19	96,584	16
Cab structures, sleeper boxes, body panels and structural components . . . . .	86,701	10	83,692	10	65,016	11
Mirrors, wipers and controls . . . . .	63,423	7	53,892	6	46,350	7
	<u>\$857,916</u>	100	<u>\$832,022</u>	100	<u>\$597,779</u>	100

## 12. Commitments and Contingencies

*Leases* — We lease office, warehouse and manufacturing space and certain equipment under non-cancelable operating lease agreements that require us to pay maintenance, insurance, taxes and other expenses in addition to annual rentals. The anticipated future lease costs are based in part on certain assumptions and we will continue to



monitor these costs to determine if the estimates need to be revised in the future. Lease expense was approximately \$15.0 million, \$16.0 million and \$15.3 million in 2012, 2011 and 2010, respectively. Capital lease agreements entered into by us are immaterial in total. Future minimum annual rental commitments at December 31, 2012 under these operating leases are as follows (in thousands):

<u>Year Ending December 31,</u>	
2013 .....	12,115
2014 .....	9,401
2015 .....	5,593
2016 .....	3,405
2017 .....	2,071
Thereafter .....	7,241

*Guarantees* — We accrue for costs associated with guarantees when it is probable that a liability has been incurred and the amount can be reasonably estimated. The most likely cost to be incurred is accrued based on an evaluation of currently available facts, and where no amount within a range of estimates is more likely, the minimum is accrued. We record a liability for the fair value of such guarantees in the balance sheet. As of December 31, 2012, we had no such guarantees.

*Litigation* — We are subject to various legal actions and claims incidental to our business, including those arising out of alleged defects, product warranties and employment-related and environmental matters. Management believes that we maintain adequate insurance to cover these claims. We have established reserves for issues that are probable and estimable in amounts management believes are adequate to cover reasonable adverse judgments not covered by insurance. Based upon the information available to management and discussions with legal counsel, it is the opinion of management that the ultimate outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on the consolidated financial position, results of operations or cash flows; however, such matters are subject to many uncertainties and the outcomes of individual matters are not predictable with assurance.

### **13. Stockholders' Equity (Deficit)**

*Common Stock* — Our authorized capital stock consists of 60,000,000 shares of common stock with a par value of \$0.01 per share.

*Preferred Stock* — Our authorized capital stock consists of 5,000,000 shares of preferred stock with a par value of \$0.01 per share, with no shares outstanding as of December 31, 2012.

*Earnings Per Share* — Basic earnings per share is determined by dividing net income by the weighted average number of common shares outstanding during the year. Diluted earnings per share, and all other diluted per share amounts presented, is determined by dividing net income by the weighted average number of common shares and potential common shares outstanding during the period as determined by the Treasury Stock Method. Potential common shares are included in the diluted earnings per share calculation when dilutive. Diluted

earnings per share for years ended December 31, 2012, 2011 and 2010 includes the effects of potential common shares consisting of common stock issuable upon exercise of outstanding stock options when dilutive (in thousands, except per share amounts):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Net income attributable to common stockholders — basic and diluted . . . . .	\$50,077	\$18,605	\$ 6,487
Weighted average number of common shares outstanding . . . . .	28,230	27,848	26,247
Dilutive effect of outstanding stock options and restricted stock grants after application of the treasury stock method . . . . .	198	342	747
Dilutive shares outstanding . . . . .	<u>28,428</u>	<u>28,190</u>	<u>26,994</u>
Basic earnings per share attributable to common stockholders . . . . .	<u>\$ 1.77</u>	<u>\$ 0.67</u>	<u>\$ 0.25</u>
Diluted earnings per share attributable to common stockholders . . . . .	<u>\$ 1.76</u>	<u>\$ 0.66</u>	<u>\$ 0.24</u>

As of December 31, 2012, diluted earnings per share excludes approximately 467 thousand shares of our nonvested restricted stock and 470 thousand shares of outstanding stock options as the effect would have been anti-dilutive. As of December 31, 2011, diluted earnings per share excludes approximately 291 thousand shares of our nonvested restricted stock and 470 thousand shares of outstanding stock options as the effect would have been anti-dilutive. As of December 31, 2010, diluted earnings per share excludes approximately 470 thousand shares of our nonvested restricted stock as the effect would have been anti-dilutive.

*Dividends* — We have not declared or paid any cash dividends in the past. The terms of the Loan and Security Agreement and the 7.875% Notes Indenture restricts the payment or distribution of our cash or other assets, including cash dividend payments.

#### 14. Share-Based Compensation

We estimate our pre-tax share-based compensation expense to be approximately \$4.6 million in 2013 based on our current share-based compensation arrangements. The compensation expense that has been charged against income for those arrangements was approximately \$4.7 million, \$3.6 million and \$2.8 million for the years ended December 31, 2012, 2011 and 2010, respectively.

*Stock Option Grants* — In May 2004, we granted options to purchase 910,869 shares of common stock at \$5.54 per share. These options have a ten-year term and the original terms provided for 50% of the options becoming exercisable ratably on June 30, 2005 and June 30, 2006. During June 2004, we modified the terms of these options such that they became 100% vested immediately.

In October 2004, we granted options to purchase 598,950 shares of common stock at \$15.84 per share. These options have a ten-year term and vest ratably in three equal annual installments commencing on October 20, 2005. As of December 31, 2008, there was no amount remaining of unearned compensation related to nonvested stock options granted in October 2004 under the amended and restated equity incentive plan.

*Restricted Stock Awards* — Restricted stock is a grant of shares of common stock that may not be sold, encumbered or disposed of, and that may be forfeited in the event of certain terminations of employment, prior to the end of a restricted period set by the compensation committee of the board of directors. A participant granted

restricted stock generally has all of the rights of a stockholder, unless the compensation committee determines otherwise. The following table summarizes information about restricted stock grants (in millions, except for share data):

<u>Grant</u>	<u>Shares</u>	<u>Vesting Schedule</u>	<u>Unearned Compensation</u>	<u>Remaining Period (in months)</u>
November 2010 . . . . .	404,000	3 equal annual installments commencing on October 20, 2011	\$1.5	10
November 2011 . . . . .	443,250	3 equal annual installments commencing on October 20, 2012	\$2.8	22
November 2012 . . . . .	494,151	3 equal annual installments commencing on October 20, 2013	\$3.3	34

As of December 30, 2012, there was approximately \$7.6 million of unearned compensation expense related to non-vested share-based compensation arrangements granted under our equity incentive plans. This expense is subject to future adjustments for vesting and forfeitures and will be recognized on a straight-line basis over the remaining period listed above for each grant.

We currently estimate the forfeiture rate for November 2012, November 2011 and November 2010 restricted stock awards at 8.2%, 8.2% and 3.8%, respectively, for all participants of each plan.

A summary of the status of our stock options as of December 31, 2012 and changes during the twelve-month period ending December 31, 2012 is presented below:

<u>Stock Options</u>	<u>Options (000's)</u>	<u>Weighted-Average Exercise Price</u>	<u>Weighted-Average Remaining Contractual Life (Years)</u>	<u>Aggregate Intrinsic Value (000's)</u>
Outstanding at December 31, 2011 . . . . .	476	\$15.69	2.9	\$49
Exercised . . . . .	—	—	—	—
Forfeited . . . . .	—	—	—	—
Outstanding at December 31, 2012 . . . . .	<u>476</u>	<u>\$15.69</u>	<u>1.9</u>	<u>\$14</u>
Exercisable at December 31, 2012 . . . . .	<u>476</u>	<u>\$15.69</u>	<u>1.9</u>	<u>\$14</u>
Nonvested, expected to vest at December 31, 2012 . . . . .	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$—</u>

The following table summarizes information about our nonvested restricted stock grants as of December 31, 2012:

	<u>Nonvested Restricted Stock</u>	
	<u>Shares (000's)</u>	<u>Weighted-Average Grant-Date Fair Value</u>
Nonvested at December 31, 2011 . . . . .	893	\$11.42
Granted . . . . .	494	7.85
Vested . . . . .	(456)	10.15
Forfeited . . . . .	<u>(23)</u>	<u>12.13</u>
Nonvested at December 31, 2012 . . . . .	<u>908</u>	<u>\$10.10</u>

The weighted-average grant-date fair value for the years ended December 31, 2012, 2011 and 2010 was \$7.85, \$11.49 and \$15.71, respectively. We expect employees to surrender approximately 163 thousand shares of our common stock in connection with the vesting of restricted stock during 2013 to satisfy income tax withholding obligations.

As of December 31, 2012, a total of 798,156 shares were available from the 4.6 million shares authorized for award under our Fourth Amended and Restated Equity Incentive Plan, including cumulative forfeitures.

*Repurchase of Common Stock* — We did not repurchase any of our common stock on the open market as part of a stock repurchase program during 2012; however, our employees surrendered 163,284 shares of our common stock to satisfy tax withholding obligations on the vesting of restricted stock awards issued under our Fourth Amended and Restated Equity Incentive Plan.

## 15. Defined Contribution Plans, Pension and Other Post-Retirement Benefit Plans

*Defined Contribution Plans* — We sponsor various 401(k) employee savings plans covering all eligible employees, as defined. Eligible employees can contribute on a pre-tax basis to the plan. In accordance with the terms of the 401(k) plans, we elect to match a certain percentage of the participants' contributions to the plans, as defined. We recognized expense associated with these plans of approximately \$2.2 million, \$1.0 million and \$0.6 million in 2012, 2011 and 2010, respectively.

*Pension and Other Post-Retirement Benefit Plans* — We sponsor pension and other post-retirement benefit plans that cover certain hourly and salaried employees in the U.S. and United Kingdom. Our policy is to make annual contributions to the plans to fund the minimum contributions as required by local regulations.

The change in benefit obligation, plan assets and funded status as of December 31 consisted of the following (in thousands):

	U.S. Pension Plans		Non-U.S. Pension Plans		Other Post-Retirement Benefit Plans	
	2012	2011	2012	2011	2012	2011
<b>Change in benefit obligation:</b>						
Benefit obligation — Beginning of year . . . . .	\$ 44,003	\$ 37,496	\$ 37,060	\$ 38,147	\$ 1,302	\$ 1,445
Service cost . . . . .	112	73	—	—	—	—
Interest cost . . . . .	1,802	1,956	1,863	2,127	48	65
Participant contributions . . . . .	—	—	—	—	38	54
Benefits paid . . . . .	(1,716)	(1,658)	(1,453)	(1,603)	(112)	(312)
Actuarial loss (gain) . . . . .	2,895	6,136	2,605	(1,572)	(358)	50
Exchange rate changes . . . . .	—	—	1,693	(39)	—	—
Benefit obligation at end of year . . . . .	47,096	44,003	41,768	37,060	918	1,302
<b>Change in plan assets:</b>						
Fair value of plan assets — Beginning of year . . . . .	25,823	25,372	28,241	28,057	—	—
Actual return on plan assets . . . . .	3,565	150	2,935	949	—	—
Employer contributions . . . . .	1,723	1,959	926	867	75	258
Participant contributions . . . . .	—	—	—	—	38	54
Benefits paid . . . . .	(1,716)	(1,658)	(1,453)	(1,603)	(112)	(312)
Exchange rate changes . . . . .	—	—	1,290	(29)	(1)	—
Fair value of plan assets at end of year . . . . .	29,395	25,823	31,939	28,241	—	—
Funded status . . . . .	<u>\$(17,701)</u>	<u>\$(18,180)</u>	<u>\$ (9,829)</u>	<u>\$ (8,819)</u>	<u>\$ (918)</u>	<u>\$(1,302)</u>

Amounts recognized in the consolidated balance sheets at December 31 consist of (in thousands):

	U.S. Pension Plans		Non-U.S. Pension Plans		Other Post-Retirement Benefit Plans	
	2012	2011	2012	2011	2012	2011
Current liabilities . . . . .	\$ —	\$ —	\$ —	\$ —	\$175	\$ 288
Noncurrent liabilities . . . . .	17,701	18,180	9,829	8,819	743	1,014
Net amount recognized . . . . .	<u>\$17,701</u>	<u>\$18,180</u>	<u>\$ 9,829</u>	<u>\$ 8,819</u>	<u>\$918</u>	<u>\$1,302</u>

The components of net periodic benefit cost for the years ended December 31 are as follows (in thousands):

	U.S. Pension Plans			Non-U.S. Pension Plans			Other Post-Retirement Benefit Plans		
	2012	2011	2010	2012	2011	2010	2012	2011	2010
Service cost . . . . .	\$ 112	\$ 73	\$ 227	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 3
Interest cost . . . . .	1,802	1,956	1,979	1,863	2,127	2,147	48	65	119
Expected return on plan assets . . . . .	(1,955)	(1,915)	(1,699)	(1,697)	(1,797)	(1,631)	—	—	—
Amortization of prior service cost . . . . .	—	—	—	—	—	—	(128)	(128)	(75)
Recognized actuarial loss (gain) . . . . .	371	104	103	260	287	374	(89)	(136)	8
Net periodic benefit cost . . . . .	330	218	610	426	617	890	(169)	(199)	55
Special Termination Benefits . . . . .	—	—	107	—	—	—	—	—	(101)
Net benefit cost . . . . .	<u>\$ 330</u>	<u>\$ 218</u>	<u>\$ 717</u>	<u>\$ 426</u>	<u>\$ 617</u>	<u>\$ 890</u>	<u>\$(169)</u>	<u>\$(199)</u>	<u>\$ (46)</u>

The special termination benefits in 2010 relate primarily to additional benefits received by employees who elected early retirement.

*Amounts Recognized in Accumulated Other Comprehensive Income (Loss)* — Amounts recognized in accumulated other comprehensive income (loss) at December 31 are as follows (in thousands):

	U.S. Pension Plans			Non-U.S. Pension Plans			Other Post-Retirement Benefit Plans		
	2012	2011	2010	2012	2011	2010	2012	2011	2010
Net actuarial loss (gain) . . . . .	\$15,172	\$14,256	\$6,459	\$10,965	\$9,428	\$10,449	\$(663)	\$(381)	\$(580)
Prior service (credit) . . . . .	—	—	—	—	—	—	(41)	(170)	(298)
	<u>\$15,172</u>	<u>\$14,256</u>	<u>\$6,459</u>	<u>\$10,965</u>	<u>\$9,428</u>	<u>\$10,449</u>	<u>\$(704)</u>	<u>\$(551)</u>	<u>\$(878)</u>

*Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income (Loss)*  
— Amounts recognized as other changes in plan assets and benefit obligations in other comprehensive income at December 31 are as follows (in thousands):

	U.S. Pension Plans		Non-U.S. Pension Plans		Other Post-Retirement Benefit Plans	
	2012	2011	2012	2011	2012	2011
Actuarial loss (gain) . . . . .	\$1,286	\$7,901	\$ 1,367	\$ (723)	\$(358)	\$ 51
Amortization of actuarial (gain) loss . . . . .	(371)	(104)	(260)	(287)	90	136
Prior Service credit . . . . .	—	—	—	—	128	128
Total recognized in other comprehensive income (loss) . . . . .	<u>\$ 915</u>	<u>\$7,797</u>	<u>\$ 1,107</u>	<u>\$ (1,010)</u>	<u>\$(140)</u>	<u>\$315</u>

The estimated actuarial loss for the defined benefit pension plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are \$0.4 million. The estimated actuarial gain for the other post-retirement benefit plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are \$0.3 million.

Weighted-average assumptions used to determine benefit obligations at December 31 are as follows:

	U.S. Pension Plans		Non-U.S. Pension Plans		Other Post-Retirement Benefit Plans	
	2012	2011	2012	2011	2012	2011
Discount rate . . . . .	3.67%	4.19%	4.20%	4.90%	3.67%	4.19%

Weighted-average assumptions used to determine net periodic benefit cost at December 31 are as follows:

	U.S. Pension Plans			Non-U.S. Pension Plans			Other Post-Retirement Benefit Plans		
	2012	2011	2010	2012	2011	2010	2012	2011	2010
Discount rate . . . . .	4.19%	5.31%	5.84%	4.90%	5.70%	5.80%	4.19%	5.31%	5.84%
Expected return on plan assets . . . . .	7.50%	7.50%	7.50%	5.80%	6.50%	6.50%	N/A	N/A	N/A

The rate of return assumptions are based on projected long-term market returns for the various asset classes in which the plans are invested, weighted by the target asset allocations. An incremental amount for active plan asset management and diversification, where appropriate, is included in the rate of return assumption. Our pension plan investment strategy is reviewed annually.

We employ a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a prudent level of risk. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long run. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. The investment portfolio contains a diversified blend of equity, balanced, fixed income and real estate investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value and small and large capitalizations. Other assets such as real estate are used judiciously to enhance long-term returns while improving portfolio diversification. Derivatives may be used to gain market exposure in an efficient and timely manner; however, derivatives may not be used to leverage the portfolio beyond the market value of the underlying investments. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies and quarterly investment portfolio reviews. We expect to contribute \$2.4 million to our pension plans and our other post-retirement benefit plans in 2013.



Our current investment allocation target for our pension plans for 2013 and our weighted-average asset allocations of our pension assets for the years ended December 31, by asset category, are as follows:

	<u>Target Allocation</u>		<u>Pension Plans</u>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>2012</u>	<u>2011</u>
Cash and cash equivalents . . . . .	—%	—%	—%	3%
Equity securities . . . . .	55	51	51	53
Debt securities . . . . .	25	39	35	32
Real estate . . . . .	20	10	14	12
	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

The following descriptions relate to our plan assets:

*Cash and cash equivalents*—The fair value of cash and cash equivalents is valued at cost.

*Equity Securities*—The overall equity category includes common stocks issued by U.S., United Kingdom and other international companies, equity funds that invest in common stocks and unit linked insurance policies. All investments generally allow near-term (within 90 days of the measurement date) liquidity and are held in issues that are actively traded to facilitate transactions at minimum cost.

*Balanced*—The overall balanced category includes funds primarily invested in a mix of equity and fixed income securities where the allocations are at the discretion of the investment manager. All investments generally allow near-term (within 90 days of the measurement date) liquidity and are held in issues that are actively traded to facilitate transactions at minimum cost.

*Fixed Income Security*—The overall fixed income category includes U.S. dollar-denominated and United Kingdom and other international marketable bonds and convertible debt securities as well as fixed income funds that invest in these instruments. All assets generally allow near-term liquidity and are held in issues, which are actively traded to facilitate transactions as minimum cost.

The fair value of fixed income securities is determined by either direct or indirect quoted market prices. When the value of assets held in separate accounts is not published, the value is based on the underlying holdings, which are primarily direct quoted market prices on regulated financial exchanges.

*Real Estate*—Real estate provides an indirect investment into a diversified and multi-sector portfolio of property assets. The fair value of real estate investments is valued by the fund managers. The fund managers value the real estate investments via independent third-party appraisals on a periodic basis. Assumptions used to revalue the properties are updated every quarter.

The fair values of our pension plan assets by asset category and by level as described in Note 2 for the years ended December 31, 2012 and 2011 are as follows (in thousands):

December 31, 2012				
	Total	Quoted Prices in Active Markets for Identical Assets	Significant Observable Inputs	Significant Unobservable Inputs
		Level 1	Level 2	Level 3
Cash and cash equivalents . . .	\$ 26	\$ 26	\$ —	\$ —
Equities:				
U.S. large value . . . . .	3,210	3,210	—	—
U.S. large growth . . . . .	3,020	3,020	—	—
U.S. small cap growth . . . .	—	—	—	—
U.K. index . . . . .	6,507	—	6,507	—
International large value . . .	9,151	—	9,151	—
International blend . . . . .	4,669	—	4,669	—
International growth . . . . .	2,498	2,498	—	—
Emerging markets . . . . .	2,353	2,353	—	—
Balanced . . . . .	2,801	—	2,801	—
Fixed income securities:				
Government bonds . . . . .	4,063	—	4,063	—
Corporate bonds . . . . .	14,693	—	14,693	—
Real Estate:				
U.S. property . . . . .	5,968	—	—	5,968
U.K. property . . . . .	2,375	—	—	2,375
Total pension fund assets . . . .	<u>\$61,334</u>	<u>\$11,107</u>	<u>\$41,884</u>	<u>\$8,343</u>

December 31, 2011				
	Total	Quoted Prices in Active Markets for Identical Assets	Significant Observable Inputs	Significant Unobservable Inputs
		Level 1	Level 2	Level 3
Cash and cash equivalents . . .	\$ 1,425	\$ 1,425	\$ —	\$ —
Equities:				
U.S. large value . . . . .	3,804	3,804	—	—
U.S. large growth . . . . .	2,896	2,896	—	—
U.S. small cap growth . . . .	582	—	582	—
U.K. index . . . . .	5,853	—	5,853	—
International large value . . .	7,800	—	7,800	—
International blend . . . . .	3,110	—	3,110	—
International growth . . . . .	2,455	2,455	—	—
Balanced . . . . .	2,430	—	2,430	—
Fixed income securities:				
Government bonds . . . . .	3,870	—	3,870	—
Corporate bonds . . . . .	13,630	—	13,630	—
Real Estate:				
U.S. property . . . . .	4,006	—	—	4,006
U.K. property . . . . .	2,204	—	—	2,204
Total pension fund assets . . . .	<u>\$54,065</u>	<u>\$10,580</u>	<u>\$37,275</u>	<u>\$6,210</u>

The fair value of our pension plan assets measured using significant unobservable inputs (Level 3) at December 31 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Beginning balance .....	\$6,210	\$5,563
Actual return on plan assets:		
Relating to assets held at reporting date .....	683	672
Purchases, sales and settlements, net .....	1,350	(23)
Foreign currency translation adjustment .....	100	(2)
Ending balance .....	<u>\$8,343</u>	<u>\$6,210</u>

For measurement purposes, a 7.5% annual rate of increase in the per capita cost of covered health care benefits was assumed for 2012. The rate was assumed to decrease gradually to 5.0% through 2017 and remain constant thereafter. Assumed health care cost trend rates can have a significant effect on the amounts reported for other post-retirement benefit plans.

Differences in the ultimate health care cost trend rates within the range indicated below would have had the following impact on 2012 other post-retirement benefit results (in thousands):

	<u>1 Percentage Point Increase</u>	<u>1 Percentage Point Decrease</u>
Increase (Decrease) from change in health care cost trend rates		
Other post-retirement benefit expense .....	\$ 7	\$ (9)
Other post-retirement benefit liability .....	\$29	\$(28)

The following table summarizes our expected future benefit payments of our pension and other post-retirement benefit plans (in thousands):

<u>Year</u>	<u>Pension Plans</u>	<u>Other Post- Retirement Benefit Plans</u>
2013 .....	\$ 3,123	\$175
2014 .....	\$ 3,357	\$153
2015 .....	\$ 3,573	\$106
2016 .....	\$ 3,807	\$ 95
2017 .....	\$ 4,095	\$ 95
2018 to 2022 .....	\$25,217	\$251

## 16. Quarterly Financial Data (Unaudited)

The following is a condensed summary of actual quarterly results of operations for 2012 and 2011 (in thousands, except per share amounts):

	<u>Revenues</u>	<u>Gross Profit</u>	<u>Operating Income (Loss)</u>	<u>Net Income (Loss)</u>	<u>Net Income (Loss) Attributable to Common Stockholders</u>	<u>Basic Earnings (Loss) Per Share</u>	<u>Diluted Earnings (Loss) Per Share Attributable to Common Stockholders(1)</u>
<b>2012:</b>							
First . . . . .	\$236,990	\$36,778	\$18,503	\$11,992	\$12,005	\$ 0.43	\$ 0.42
Second . . . . .	\$242,745	\$37,456	\$19,003	\$13,153	\$13,155	\$ 0.47	\$ 0.46
Third . . . . .	\$204,824	\$26,405	\$ 8,869	\$30,473	\$30,501	\$ 1.08	\$ 1.07
Fourth . . . . .	\$173,357	\$15,899	\$ (2,279)	\$ (5,588)	\$ (5,584)	\$ (0.20)	\$ (0.20)
<b>2011:</b>							
First . . . . .	\$182,509	\$24,716	\$ 8,116	\$ 3,277	\$ 3,277	\$ 0.12	\$ 0.12
Second . . . . .	\$206,776	\$27,676	\$11,327	\$ (2,169)	\$ (2,169)	\$ (0.08)	\$ (0.08)
Third . . . . .	\$216,909	\$29,822	\$13,547	\$ 7,376	\$ 7,376	\$ 0.27	\$ 0.26
Fourth . . . . .	\$225,828	\$33,378	\$16,066	\$10,106	\$10,121	\$ 0.36	\$ 0.36

(1) See Note 13 for discussion on the computation of diluted shares outstanding.

The sum of the per share amounts for the quarters does not equal the total for the year due to the application of the treasury stock methods.

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

There were no disagreements with our former independent accountants on matters of accounting and financial disclosures or reportable events.

**Item 9A. *Controls and Procedures***

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's disclosure control objectives.

Based on their evaluation, our President and Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2012.

## Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of our principal executive and principal financial officers and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the U.S. Such internal control includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making this assessment, it used the criteria set forth in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that, as of December 31, 2012, our internal control over financial reporting is effective based on those criteria.

Management's evaluation did not include assessing the internal controls of Vijayjyot Seats Private Limited and Daltek, LLC during 2012, which were acquired by us during 2012. The financial statements of these companies are included in our consolidated financial statements as of December 31, 2012 and represent total assets of \$30.2 million at December 31, 2012 and net sales of \$1.5 million for the year ended December 31, 2012.

Our independent registered public accounting firm, KPMG LLP, who audited our consolidated financial statements, has also audited the effectiveness of our internal control over financial reporting, which report appears in this Annual Report on Form 10-K.

/s/ Mervin Dunn  
\_\_\_\_\_  
Mervin Dunn  
Chief Executive Officer

/s/ Chad M. Utrup  
\_\_\_\_\_  
Chad M. Utrup  
Chief Financial Officer

March 11, 2013



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Commercial Vehicle Group, Inc.:

We have audited Commercial Vehicle Group, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Commercial Vehicle Group, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Commercial Vehicle Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Commercial Vehicle Group, Inc. acquired Vijayjyot Seats Private Limited (Vijayjyot) and Daltek, LLC (Daltek) during 2012, and management excluded from its assessment of the effectiveness of Commercial Vehicle Group, Inc.'s internal control over financial reporting as of December 31, 2012, Vijayjyot and Daltek's internal control over financial reporting associated with total assets of \$30.2 million and net sales of \$1.5 million included in the consolidated financial statements of Commercial Vehicle Group, Inc. as of and for the year ended December 31, 2012. Our audit of internal control over financial reporting of Commercial Vehicle Group, Inc. also excluded an evaluation of the internal control over financial reporting of Vijayjyot and Daltek.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Commercial Vehicle Group, Inc. and subsidiaries as of December 31, 2012, and the related consolidated statements of income, comprehensive income, stockholders'

equity (deficit), and cash flows for the year ended December 31, 2012, and our report dated March 11, 2013 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Columbus, Ohio  
March 11, 2013

### **Changes in Internal Control Over Financial Reporting**

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended December 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

None.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

#### **A. Directors of the Registrant**

The following table sets forth certain information with respect to our current directors as of March 4, 2013:

<u>Name</u>	<u>Age</u>	<u>Principal Position(s)</u>
Richard A. Snell .....	71	Chairman and Director
Mervin Dunn .....	59	President, Chief Executive Officer and Director
Scott C. Arves .....	56	Director
David R. Bovee .....	63	Director
Robert C. Griffin .....	65	Director
S.A. Johnson .....	72	Director
John W. Kessler .....	77	Director
Arnold A. Siemer .....	75	Director

The following biographies describe the business experience of our directors:

*Scott C. Arves* has served as a Director since July 2005. Since January 2007, Mr. Arves has served as President and Chief Executive Officer of Transport America, a truckload, intermodal and logistics provider. Prior to joining Transport America, Mr. Arves was President of Transportation for Schneider National, Inc., a provider of transportation, logistics and related services, from May 2000 to July 2006. Mr. Arves brings nearly 33 years of transportation experience to his role as Director, including 19 years of P & L experience and 16 years as a Division President or Chief Executive Officer.

*David R. Bovee* has served as a Director since October 2004. Mr. Bovee served as Vice President and Chief Financial Officer of Dura Automotive Systems, Inc. (“Dura”) from January 2001 to March 2005 and from November 1990 to May 1997. In October 2006, subsequent to Mr. Bovee’s 2005 retirement, Dura filed a voluntary petition for reorganization under the federal bankruptcy laws. From May 1997 until January 2001, Mr. Bovee served as Vice President of Business Development for Dura. Mr. Bovee also served as Assistant Secretary for Dura. Prior to joining Dura, Mr. Bovee served as Vice President at Wickes in its Automotive Group from 1987 to 1990. Mr. Bovee’s relevant experience includes more than 10 years as a Chief Financial Officer and 15 years as an executive officer of a major automotive supplier, and nearly 10 years of experience in a publicly traded company. Mr. Bovee’s career spans 32 years in the manufacturing and transportation sectors, servicing a footprint similar to CVG. Mr. Bovee has spent his entire career in finance roles, which suits him well to his position on the Audit Committee.

*Mervin Dunn* has served as a Director since August 2004 and as our President and Chief Executive Officer since June 2002. Mr. Dunn’s tenure with CVG dates back to October 1999 when he served as President of Trim Systems through June 2002. From 1998 to 1999, Mr. Dunn served as the President and Chief Executive Officer of Bliss Technologies, a heavy metal stamping company. Mr. Dunn has announced that he will retire from CVG in 2013 and will retire from employment and resign from the board of directors when his successor is named. Mr. Dunn also spent 10 years with Arvin Industries from 1988 to 1998 in a number of key leadership roles, including Vice President of Operating Systems (Arvin North America), Vice President of Quality, and President of Arvin Ride Control. Mr. Dunn served in a number of management positions in engineering and quality assurance, including Division Quality Manager, at Johnson Controls Automotive Group. Mr. Dunn also has engineering and quality management experience with Hyster Corporation, a manufacturer of heavy lift trucks. Mr. Dunn currently serves as a Director and a member of the Compensation Committee of Transdigm Group, Inc. Mr. Dunn has spent his entire career in management positions within the automotive and transportation sectors. He brings a lifetime of manufacturing experience to his leadership role within the Company and on the Board.

*Robert C. Griffin* has served as a Director since July 2005. His career spanned over 25 years in the financial sector, including Head of Investment Banking Americas and Management Committee Member for Barclay’s Capital from 2000 to 2002. Prior to that, Mr. Griffin served as the Global Head of Financial Sponsor Coverage for Bank of America Securities and a member of its Montgomery Securities Subsidiary Management Committee from 1998 to 2000 and as Group Executive Vice President of Bank of America and a member of its Senior Management Committee from 1997 to 1998. Mr. Griffin served as a Director of Sunair Services Corporation from February 2008 until its sale in December 2009 as a member of their Audit Committee and Chairman of their Special Committee. Mr. Griffin currently serves as a Director of GSE Holdings, Inc., where he serves as Chairman and a member of the Compensation Committee and the Nominating and Corporate Governance Committee, and as a Director of Builders FirstSource, Inc., where he is Chairman of the Audit Committee, a member of the Nominating Committee and was Chairman of their Special Committee in 2009. Mr. Griffin brings strong financial and management expertise to our Board through his experience as an officer and director of a public company, service on other boards and his senior leadership tenure within the financial industry.

*S.A. (“Tony”) Johnson* has served as a Director since September 2000. Mr. Johnson served as the Chairman of Hidden Creek from May 2001 to May 2004 and from 1989 to May 2001 was its President and Chief Executive Officer. Prior to forming Hidden Creek, Mr. Johnson served from 1985 to 1989 as Chief Operating Officer of Pentair, Inc., a diversified industrial company. Prior to 2005, Mr. Johnson served as a Director of Saleen, Inc. and Dura Automotive. Mr. Johnson served as a Director of Tower Automotive from 1993 to 2007 and from 2004 to 2010 as a Director of Cooper-Standard Automotive, Inc. Mr. Johnson brings more than 30 years of executive experience to his role on the Board, including his current position as a Managing Partner of OG Partners, a private industrial management company where he has served since 2004.

*John W. Kessler* has served as a Director since August 2008. Mr. Kessler has been the owner of the John W. Kessler Company, a real estate development company, since 1972 and Chairman of The New Albany Company,

a real estate development company, since 1988. Mr. Kessler is a past chairman of The Ohio State University Board of Trustees, the Ohio Public Works Commission, the Columbus Museum of Art, the United Way of Central Ohio and the Greater Columbus Chamber of Commerce. Mr. Kessler served as a Director of JP Morgan Chase & Co. from 1986 to 2006. Mr. Kessler currently sits on the Board of Directors of Abercrombie & Fitch Co., where he serves as the Executive Committee Chairman and previously served as a member of the Compensation Committee and the Nominating and Board Governance Committee. Mr. Kessler brings a diverse governance background to CVG, having served on a number of Boards spanning several industries including retail, service, education and non-profit.

*Arnold B. Siemer* has served as a Director since November 2011. Mr. Siemer has been the owner and Chief Executive Officer of Desco Corporation, a group of diversified manufacturing companies, since 1966. Mr. Siemer brings more than 40 years of experience in manufacturing, service and technology companies in both domestic and international markets to his role as a Director.

*Richard A. Snell* has served as a Director since August 2004 and as Chairman since March 2010. He has served as Chairman and Chief Executive Officer of Qualitor, Inc. since May 2005 and as an Operating Partner at HCI Partners since 2003. Mr. Snell served as Chairman and Chief Executive Officer of Federal-Mogul Corporation, an automotive parts manufacturer, where he served from 1996 to 2000, and as Chief Executive Officer at Tenneco Automotive, also an automotive parts manufacturer, where he was employed from 1987 to 1996. Mr. Snell served as a Director of Schneider National, Inc., a multi-national trucking company, and as a member of their Compensation and Governance Committees from 1996 to 2011.

## **B. Executive Officers**

Information regarding our executive officers is set forth in Item 1 of Part I of this Annual Report on Form 10-K under the heading “Executive Officers of the Registrant.”

There are no family relationships between any of our directors or executive officers.

## **C. Section 16(a) Beneficial Ownership Reporting Compliance and Corporate Governance**

The information required by Item 10 with respect to compliance with reporting requirements is incorporated herein by reference to the sections labeled “Section 16(a) Beneficial Ownership Reporting Compliance” and “Proposal No. 1 — Election of Directors — Corporate Governance,” which appear in CVG’s 2013 Proxy Statement.

### **Item 11. *Executive Compensation***

The information required by Item 11 is incorporated herein by reference to the sections labeled “Executive Compensation — 2012 Director Compensation Table” and “Executive Compensation” and “Proposal No. 1 — Election of Directors — Corporate Governance,” which appear in CVG’s 2013 Proxy Statement including information under the heading “Compensation Discussion and Analysis.”

### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Options to purchase common shares of our common stock have been granted to certain of our executives and key employees under our fourth amended and restated equity incentive plan and our management stock option plan. The following table summarizes the number of stock options granted, net of forfeitures and exercises, and shares of restricted stock awarded and issued, net of forfeitures and shares on which restrictions have lapsed, the weighted-average exercise price of such stock options and the number of securities remaining to be issued under all outstanding equity compensation plans as of December 31, 2012:

	<u>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted-average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans</u>
Equity compensation plans approved by security holders:			
Fourth Amended and Restated Equity Incentive Plan . . . . .	469,351(1)	\$15.84	798,156
Management Stock Option Plan . . . . .	6,793	\$ 5.54	—
Equity compensation plans not approved by stockholders . . . . .	<u>—</u>	<u>\$ —</u>	<u>—</u>
Total . . . . .	<u>476,144</u>	<u>\$15.69</u>	<u>798,156</u>

(1) Includes options granted under our Fourth Amended and Restated Equity Incentive Plan. Does not include 3,503,301 shares of restricted stock granted under our Fourth Amended and Restated Equity Incentive Plan, of which 908,101 shares had not vested as of December 31, 2012.

The information required by Item 12 is incorporated herein by reference to the section labeled “Security Ownership of Certain Beneficial Owners and Management,” which appears in CVG’s 2013 Proxy Statement.

**Item 13. *Certain Relationships, Related Transactions and Director Independence***

The information required by Item 13 is incorporated herein by reference to the sections labeled “Certain Relationships and Related Transactions” and “Proposal No. 1 — Election of Directors — Corporate Governance,” which appear in CVG’s 2013 Proxy Statement.

**Item 14. *Principal Accountant Fees and Services***

The information required by Item 14 is incorporated herein by reference to the section labeled “Proposal No. 3 — Ratification of Appointment of the Independent Registered Public Accounting Firm,” which appears in CVG’s 2013 Proxy Statement.

**PART IV**

**Item 15. Exhibits, Financial Statements Schedules**

**(1) LIST OF FINANCIAL STATEMENT SCHEDULES**

The following financial statement schedule of the Corporation and its subsidiaries is included herein:

**Schedule II — Valuation and Qualifying Accounts and Reserves.**

**COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES**  
**SCHEDULE II: VALUATION AND QUALIFYING ACCOUNTS**  
**December 31, 2012, 2011 and 2010**

***Accounts Receivable Allowances:***

Transactions for the years ended December 31 were as follows (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Balance — Beginning of the year . . . . .	\$ 3,867	\$ 2,717	\$ 1,812
Provisions . . . . .	2,669	4,324	4,278
Utilizations . . . . .	(3,174)	(4,585)	(3,405)
Acquisitions recorded . . . . .	0	1,459	0
Currency translation adjustment . . . . .	31	(48)	32
Balance — End of the year . . . . .	<u>\$ 3,393</u>	<u>\$ 3,867</u>	<u>\$ 2,717</u>

***Valuation Allowance:***

Transactions for the years ended December 31 were as follows (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Balance — Beginning of the year . . . . .	\$ 69,364	\$69,099	\$55,517
Provisions . . . . .	2,828	1,185	13,582
Utilizations . . . . .	(54,700)	(920)	—
Balance — End of the year . . . . .	<u>\$ 17,492</u>	<u>\$69,364</u>	<u>\$69,099</u>

All other schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are inapplicable and, therefore, have been omitted.

**(2) LIST OF EXHIBITS**

The following exhibits are either included in this report or incorporated herein by reference as indicated below:



## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1**	Asset Purchase Agreement, dated as of January 28, 2011, by and among CVG Alabama LLC and Bostrom Seating, Inc.
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to the Company's quarterly report on Form 10-Q (File No. 000-50890), filed on September 17, 2004).
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, dated as of May 12, 2011 (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on May 13, 2011).
3.3	Amended and Restated By-laws of the Company (incorporated by reference to the Company's quarterly report on Form 10-Q (File No. 000-50890), filed on September 17, 2004).
3.4	Certificate of Designations of Series A Preferred Stock (included as Exhibit A to the Rights Agreement incorporated by reference to Exhibit 4.8) (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on May 22, 2009).
4.1	Supplemental Indenture, dated as of April 21, 2011, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on April 27, 2011).
4.2	Registration Rights Agreement, dated July 6, 2005, among the Company, the subsidiary guarantors party thereto and the purchasers named therein (incorporated herein by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on July 8, 2005).
4.3	Form of senior note (attached as exhibit to Exhibit 4.1) (incorporated herein by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on July 8, 2005).
4.4	Commercial Vehicle Group, Inc. Rights Agreement, dated as of May 21, 2009, by and between the Company and Computershare Trust Company, N.A. (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on May 22, 2009).
4.5	Form of Rights Certificate (included as Exhibit B to the Rights Agreement) (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on May 22, 2009).
4.6	Form of Summary of Rights to Purchase (included as Exhibit C to the Rights Agreement) (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on May 22, 2009).
4.7	Commercial Vehicle Group, Inc. Amendment No. 1 to Rights Agreement, dated as of March 9, 2011, by and between the Company and Computershare Trust Company, N.A. (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on March 9, 2011).
4.8	Form of Certificate of Common Stock of the Company (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-115708)).
4.9	Indenture, dated as of April 26, 2011, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee, with respect to 7.875% senior secured notes due 2019 (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on April 28, 2011).
4.10	Form of 7.875% Senior Secured Note due 2019 (included as Exhibit 1 to Exhibit 4.1) (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on April 28, 2011).

<u>Exhibit No.</u>	<u>Description</u>
4.11	Registration Rights Agreement, dated as of April 26, 2011, by and among the Company, the guarantors party thereto and Credit Suisse Securities (USA) LLC (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on April 28, 2011).
10.1	Amended and Restated Loan and Security Agreement, dated as of April 26, 2011, by and among the Company and certain of its subsidiaries, as borrowers, and Bank of America, N.A., as agent and lender (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on April 28, 2011).
10.2	Intercreditor Agreement, dated as of April 26, 2011, by and among the Company, certain of its subsidiaries, Bank of America, N.A., as first lien administrative agent and first lien collateral agent for the First Priority Secured Parties, and U.S. Bank National Association, as trustee and second priority agent for the Second Priority Secured Parties (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on April 28, 2011).
10.3*	Commercial Vehicle Group, Inc. Fourth Amended and Restated Equity Incentive Plan (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on May 13, 2011).
10.4*	Bostrom Holding, Inc. Management Stock Option Plan (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-15708), filed on May 21, 2004).
10.5*	Form of Grant of Nonqualified Stock Option pursuant to the Bostrom Holding, Inc. Management Stock Option Plan (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-15708), filed on May 21, 2004).
10.6*	Form of Grant of Nonqualified Stock Option pursuant to the Commercial Vehicle Group, Inc. Third Amended and Restated Equity Incentive Plan (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 15, 2005).
10.7	Form of Non-Competition Agreement (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-15708), filed on May 21, 2004).
10.8	Registration Agreement, dated October 5, 2000, by and among Bostrom Holding, Inc. and the investors listed on Schedule A attached thereto (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-15708), filed on May 21, 2004).
10.9	Joinder to Registration Agreement, dated as of March 28, 2003, by and among Bostrom Holding, Inc. and J2R Partners VI, CVS Partners, LP and CVS Executive Investco LLC (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-15708), filed on May 21, 2004).
10.10	Joinder to the Registration Agreement, dated as of May 20, 2004, by and among Commercial Vehicle Group, Inc. and the prior stockholders of Trim Systems (incorporated by reference to the Company's quarterly report on Form 10-Q (File No. 000-50890), filed on September 17, 2004).
10.11*	Commercial Vehicle Group, Inc. 2011 Bonus Plan (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on February 28, 2011).
10.12*	Commercial Vehicle Group, Inc. 2012 Bonus Plan (incorporated by reference to the Company's current report on Form 8-K (File No. 001-34365), filed on March 9, 2012).
10.13*	Service Agreement, dated March 1, 1993, between Motor Panels (Coventry) Plc and William Gordon Boyd (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-125626), filed on June 8, 2005).
10.14*	Assignment and Assumption Agreement, dated as of June 1, 2004, between Mayflower Vehicle Systems PLC and Mayflower Vehicle Systems, Inc. (incorporated by reference to the Company's registration statement on Form S-1 (File No. 333-125626), filed on June 8, 2005).

<u>Exhibit No.</u>	<u>Description</u>
10.15*	Form of Restricted Stock Agreement pursuant to the Commercial Vehicle Group, Inc. Third Amended and Restated Equity Incentive Plan (incorporated by reference to amendment no. 1 to the Company's registration statement on Form S-4 (File No. 333-129368), filed on December 1, 2005).
10.16*	Form of Cash Performance Award pursuant to the Commercial Vehicle Group, Inc. Fourth Amended and Restated Equity Incentive Plan.
10.17*	Change in Control & Non-Competition Agreement dated April 5, 2006 with Mervin Dunn (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on April 7, 2006).
10.18*	Change in Control & Non-Competition Agreement dated April 5, 2006 with Gerald L. Armstrong (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on April 7, 2006).
10.19*	Change in Control & Non-Competition Agreement dated April 5, 2006 with Chad M. Utrup (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on April 7, 2006).
10.20*	Change in Control & Non-Competition Agreement dated May 22, 2007 with Kevin R.L. Frailey (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on May 25, 2007).
10.21*	Change in Control & Non-Competition Agreement dated May 22, 2007 with William Gordon Boyd (incorporated by reference to the Company's current report on Form 8-K (File No. 000-50890), filed on May 25, 2007).
10.22*	First Amendment to Change in Control & Non-Competition Agreement dated November 5, 2008 with Mervin Dunn (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 16, 2009).
10.23*	First Amendment to Change in Control & Non-Competition Agreement dated November 5, 2008 with Gerald L. Armstrong (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 16, 2009).
10.24*	First Amendment to Change in Control & Non-Competition Agreement dated November 5, 2008 with Chad M. Utrup (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 16, 2009).
10.25*	First Amendment to Change in Control & Non-Competition Agreement dated November 5, 2008 with Kevin R.L. Frailey (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 16, 2009).
10.26*	First Amendment to Change in Control & Non-Competition Agreement dated March 9, 2012 with William Gordon Boyd (incorporated by reference to the Company's annual report on Form 10-K (File No. 001-34365), filed on March 13, 2012).
10.27*	Amended and Restated Deferred Compensation Plan dated November 5, 2008 (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 16, 2009).
10.28	Form of indemnification agreement with directors and executive officers (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 14, 2008).
10.29*	Terms and conditions of employment for executive officers (incorporated by reference to the Company's annual report on Form 10-K (File No. 000-50890), filed on March 14, 2008).

<u>Exhibit No.</u>	<u>Description</u>
12.1	Computation of ratio of earnings to fixed charges.
21.1	Subsidiaries of Commercial Vehicle Group, Inc.
23.1	Consent of KPMG LLP.
23.2	Consent of Deloitte & Touche LLP.
31.1	Certification by Mervin Dunn, President and Chief Executive Officer.
31.2	Certification by Chad M. Utrup, Chief Financial Officer.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

\* Management contract or compensatory plan or arrangement required to be filed as an exhibit to this annual report on Form 10-K.

\*\* The schedules and exhibits to the Asset Purchase Agreement have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S - K. The Company will furnish supplementally a copy of any such omitted schedules or exhibits to the SEC upon request.

All other items included in an Annual Report on Form 10-K are omitted because they are not applicable or the answers thereto are none.

## SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMERCIAL VEHICLE GROUP, INC.

By: /s/ Mervin Dunn  
Mervin Dunn  
*President and Chief Executive Officer*

Date: March 11, 2013

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard A. Snell</u> Richard A. Snell	Chairman and Director	March 11, 2013
<u>/s/ Mervin Dunn</u> Mervin Dunn	President, Chief Executive Officer (Principal Executive Officer) and Director	March 11, 2013
<u>/s/ Scott C. Arves</u> Scott C. Arves	Director	March 11, 2013
<u>/s/ David R. Bovee</u> David R. Bovee	Director	March 11, 2013
<u>/s/ Robert C. Griffin</u> Robert C. Griffin	Director	March 11, 2013
<u>/s/ S.A. Johnson</u> S.A. Johnson	Director	March 11, 2013
<u>/s/ John W. Kessler</u> John W. Kessler	Director	March 11, 2013
<u>/s/ Arnold B. Siemer</u> Arnold B. Siemer	Director	March 11, 2013
<u>/s/ Chad M. Utrup</u> Chad M. Utrup	Chief Financial Officer (Principal Financial and Accounting Officer)	March 11, 2013

# INVESTOR INFORMATION

## COMMON STOCK INFORMATION

Ticker Symbol: CVGI | Exchange: NASDAQ

## INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

KPMG LLP | Columbus, OH

## TRANSFER AGENT & REGISTRAR

Computershare Trust Company, N.A.

PO Box 43070 | Providence, RI 02940-3070 | 800-962-4284

[www.computershare.com](http://www.computershare.com)

## ANNUAL MEETING OF STOCKHOLDERS

The meeting will be held:

Thursday, May 16, 2013 | 1:00 PM EST | CVG Corporate Headquarters

7800 Walton Parkway | New Albany, OH 43054

Official notice of the Annual Meeting and a Proxy Statement will be mailed to stockholders.

## ADDITIONAL COPIES

Copies of this Annual Report, along with our periodic filings with the Securities and Exchange Commission including Forms 10-K (excluding exhibits) and 10-Q, are available on our website. Printed copies are also available upon request, free of charge, by contacting:

Chad M. Utrup

Chief Financial Officer

Commercial Vehicle Group, Inc.

7800 Walton Parkway | New Albany, OH 43054

614.289.5360





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