

MERITOR INC  
 Form 10-K  
 November 20, 2013

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  
 For the Fiscal Year Ended September 29, 2013  
 Commission file number 1-15983

MERITOR, INC.

(Exact name of registrant as specified in its charter)

Indiana	38-3354643
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer identification no)

2135 West Maple Road Troy, Michigan	48084-7186
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (248) 435-1000

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock, \$1 Par Value	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark whether 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 Section 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 web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding twelve 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 definitions of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	Smaller reporting company	<input type="checkbox"/>
.. (Do not check if a 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 [ X ]

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on March 28, 2013 (the last business day of the most recently completed second fiscal quarter) was approximately \$452,642,563.

97,446,316 shares of the registrant's Common Stock, par value \$1 per share, were outstanding on November 14, 2013.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information contained in the definitive Proxy Statement for the Annual Meeting of Shareowners of the registrant to be held on January 23, 2014 is incorporated by reference into Part III.

	Page No.
<u>PART I.</u>	
<u>Item 1. Business</u>	<u>1</u>
<u>Item 1A. Risk Factors</u>	<u>15</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>24</u>
<u>Item 2. Properties</u>	<u>24</u>
<u>Item 3. Legal Proceedings</u>	<u>24</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>25</u>
<u>Item 4A. Executive Officers of the Registrant</u>	<u>25</u>
<u>PART II.</u>	
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>27</u>
<u>Item 6. Selected Financial Data</u>	<u>29</u>
<u>Item 7. Management’s Discussion and Analysis of Financial Conditions and Results of Operations</u>	<u>31</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>62</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>64</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>139</u>
<u>Item 9A. Controls and Procedures</u>	<u>139</u>
<u>Item 9B. Other Information</u>	<u>141</u>
<u>PART III.</u>	
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>141</u>
<u>Item 11. Executive Compensation</u>	<u>141</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>141</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>142</u>
<u>Item 14. Principal Accountant Fees and Services</u>	<u>143</u>
<u>PART IV.</u>	
<u>Item 15. Exhibits and Financial Statement Schedules</u>	<u>143</u>
<u>Signatures</u>	<u>152</u>

## PART I

### Item 1. Business.

#### Overview

Meritor, Inc., (the "company" or "Meritor"), headquartered in Troy, Michigan, is a premier global supplier of a broad range of integrated systems and components to original equipment manufacturers ("OEMs") and the aftermarket for the commercial vehicle, transportation and industrial sectors. The company serves commercial truck, trailer, off-highway, military, bus and coach and other industrial OEMs and certain aftermarkets. Our principal products are axles, undercarriages, drivelines, brakes and braking systems.

Meritor was incorporated in Indiana in 2000 in connection with the merger of Meritor Automotive, Inc. ("Meritor Automotive") and Arvin Industries, Inc. ("Arvin"). On March 30, 2011, we announced that we officially changed the company name from ArvinMeritor, Inc. to Meritor, Inc. and on that date, began trading our common stock on the New York Stock Exchange under the ticker symbol MTOR. As used in this Annual Report on Form 10-K, the terms "company," "Meritor," "we," "us" and "our" include Meritor, its consolidated subsidiaries and its predecessors unless the context indicates otherwise.

Meritor serves a broad range of customers worldwide, including medium- and heavy-duty truck OEMs, specialty vehicle manufacturers, certain aftermarkets, and trailer producers. Our total sales from continuing operations in fiscal year 2013 were approximately \$3.7 billion. Our ten largest customers accounted for approximately 71 percent of fiscal year 2013 sales from continuing operations. Sales from operations outside the United States (U.S.) accounted for approximately 61 percent of total sales from continuing operations in fiscal year 2013. Our continuing operations also participated in 5 unconsolidated joint ventures, which we accounted for under the equity method of accounting and that generated revenues of approximately \$1.6 billion in fiscal year 2013.

The company's fiscal year ends on the Sunday nearest to September 30. Fiscal year 2013 ended on September 29, 2013, fiscal year 2012 ended on September 30, 2012, and fiscal year 2011 ended on October 2, 2011. All year and quarter references relate to our fiscal year and fiscal quarters unless otherwise stated. For ease of presentation, September 30 is utilized consistently throughout this report to represent the fiscal year end.

Whenever an item in this Annual Report on Form 10-K refers to information under specific captions in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations or Item 8. Financial Statements and Supplementary Data, the information is incorporated in that item by reference.

References in this Annual Report on Form 10-K to our belief that we are a leading supplier or the world's leading supplier, and other similar statements as to our relative market position are based principally on calculations we have made. These calculations are based on information we have collected, including company and industry sales data obtained from internal and available external sources as well as our estimates. In addition to such quantitative data, our statements are based on other competitive factors such as our technological capabilities, our engineering, research and development efforts, and our innovative solutions as well as the quality of our products and services, in each case relative to that of our competitors in the markets we address.

#### Segment Reorganization

On November 12, 2012, we announced a revised management reporting structure resulting in two business segments: (1) Commercial Truck & Industrial and (2) Aftermarket & Trailer. We revised our reporting structure to drive efficiencies across the corporation. Prior period segment financial information has been recast to reflect the revised reporting structure.

Sale of Ownership Interest in Suspensys Sistemas Automotivos LTDA

On July 30, 2013, we completed the sale of our overall 50 percent ownership equity interest in Suspensys Sistemas Automotivos LTDA (the “Suspensys JV”) to our joint venture partner, Randon S.A. Implementos E Participações (“Randon”). The Suspensys JV was formed in 2002 and is primarily engaged in the manufacture and sale of air and mechanical suspension systems for trucks, buses and trailers, trailer axles, third axles, hubs and drums for trucks, buses and trailers. The purchase price for the sale was \$195 million, which was composed of \$190 million in cash (approximately \$4 million of which was in the form of a pre-closing cash dividend) and \$5 million in lease abatements for a facility in Brazil leased to the company from the Suspensys JV. The sale was completed pursuant to a Purchase and Sale Agreement dated as of April 29, 2013. We used the cash proceeds from the sale to repurchase debt, for pension funding and for general corporate purposes.

## Our Business

Our reporting segments are as follows:

The Commercial Truck & Industrial segment supplies drivetrain systems and components, including axles, drivelines and braking and suspension systems, for medium- and heavy-duty trucks, off-highway, military, construction, bus and coach, fire and emergency and other applications in North America, South America, Europe and Asia Pacific. This segment also includes the company's aftermarket businesses in Asia Pacific and South America; and

The Aftermarket & Trailer segment supplies axles, brakes, drivelines, suspension parts and other replacement and remanufactured parts, including transmissions, to commercial vehicle aftermarket customers in North America and Europe. This segment also supplies a wide variety of undercarriage products and systems for trailer applications in North America.

See Note 23 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data for financial information by segment for continuing operations for each of the three years ended September 30, 2013, including information on sales and assets by geographic area. The heading "Products" below includes information on certain product sales for each of the three fiscal years ended September 30, 2013.

## Business Strategies

We are currently a global supplier of a broad range of integrated systems, modules and components to OEMs and the aftermarket for the commercial vehicle, transportation and industrial sectors, and we believe we have developed market positions as a leader in many of the markets we serve. The unprecedented challenges in the last few years in the credit markets, deterioration and then rapid upturn in the commercial vehicle market and a worldwide recession have forced us to sharpen our business and operating strategies to align to these new business conditions and to better position our company for the future. We are working to enhance our leadership positions and capitalize on our existing customer, product and geographic strengths.

During fiscal year 2014, we expect a slight increase in production volumes in North America compared to the levels experienced in fiscal year 2013. We anticipate a slight decrease in production volumes in South America resulting from continued economic uncertainty during fiscal year 2014. Production volumes in Europe are expected to ramp up in the first quarter of fiscal year 2014 in advance of the new commercial truck emission standard requirements, with a decline in production expected in the remainder of the year. Production volumes in the Asia-Pacific region, more specifically China, are expected to remain unchanged compared to levels experienced in fiscal year 2013. We expect the market in India to be down another 8% in fiscal year 2014 given the current economic climate. There is no certainty as to when these volumes in the Asia-Pacific region will return to the levels previously experienced in 2011.

Sales for our primary military program were at their peak during the third quarter of fiscal year 2012 and began to wind down beginning in fiscal year 2013 and will terminate by the end of fiscal year 2014. We are working to secure our participation in new military programs with various OEMs. However, failure to secure new military contracts could have a longer-term negative impact on our Commercial Truck and Industrial Segment. In addition, even if sales of our military programs do return to historic levels, the levels of profitability on these sales could be lower than what we have recognized in recent periods.

Our business continues to address a number of other challenging industry-wide issues including the following:

• Uncertainty around the global market outlook;

• Volatility in price and availability of steel, components and other commodities;

• Disruptions in the financial markets and their impact on the availability and cost of credit;

• Higher energy and transportation costs;

Impact of currency exchange rate volatility;  
Consolidation and globalization of OEMs and their suppliers; and  
Significant pension and retiree medical health care costs.

2

---

## Other

Other significant factors that could affect our results and liquidity in fiscal year 2014 and beyond include:

Significant contract awards or losses of existing contracts or failure to negotiate acceptable terms in contract renewals (including, without limitation, negotiations with our largest customer, Volvo, which are ongoing regarding our contract with Volvo covering axle supply in Europe, South America and Australia, which is scheduled to expire in October 2014);

Failure to obtain new business;

Failure to secure new military contracts as our primary military programs winds down;

Ability to work with our customers to manage rapidly changing production volumes;

Ability to recover and timing of recovery of steel price and other cost increases from our customers;

Ability to manage possible adverse effects on our European operations, or financing arrangements related thereto, in the event one or more countries exit the European monetary union;

Any unplanned extended shutdowns or production interruptions by us, our customers or our suppliers;

A significant deterioration or slowdown in economic activity in the key markets in which we operate;

Higher than planned price reductions to our customers;

Potential price increases from our suppliers;

Additional restructuring actions and the timing and recognition of restructuring charges;

Higher than planned warranty and product liability expenses, including the outcome of known or potential recall campaigns;

Our ability to implement planned productivity, cost reduction, and other margin improvement initiatives;

Uncertainties of asbestos claim litigation and the outcome of litigation with insurance companies regarding the scope of coverage and the long-term solvency of our insurance carriers; and

- Restrictive government actions by foreign countries (such as restrictions on transfer of funds and trade protection measures, including export duties and quotas and customs duties and tariffs).

Our specific business strategies are influenced by these industry factors and trends as well as by the recent global economic and financial crisis and are focused on leveraging our resources to continue to develop and produce competitive product offerings. We believe the following strategies will allow us to maintain a balanced portfolio of commercial truck, industrial and aftermarket businesses covering key global markets. See Item 1A. Risk Factors below for information on certain risks that could have an impact on our business, financial condition or results of operations in the future.

## M2016 Strategy

In 2013, we launched M2016 - a three-year plan that we believe will drive value for our shareholders, customers and employees. It defines specific financial measures of success for improved EBITDA margin, reduced debt (including retirement liabilities) and increased revenue through organic growth. We expect that M2016 will be our roadmap from now until 2016.

To achieve the financial measures of success, the plan focuses on four priorities:

- Drive operational excellence
- Focus on customer value
- Reduce product cost
- Invest in a high-performing team

## Drive Operational Excellence



The Operational Excellence area of M2016 highlights our focus on executing the Meritor Production System to achieve targeted improvements in safety, quality, delivery, cost and employee involvement.

3

---

We have a history of driving continuous improvement. We implemented Performance Plus, a long-term profit improvement and cost reduction initiative, in fiscal year 2007 to improve operational performance and increase cash flow, earnings and shareowner value. As part of Performance Plus, we implemented the Meritor Production System, a lean manufacturing initiative that guides our pursuit of operational excellence.

The Meritor Production System integrates several of our previous performance improvement initiatives into a set of actions that focuses on improving systems, processes, behaviors and capabilities primarily associated with five core metrics:

- Safety - Total case rate is a measure of the rate of recordable workplace injuries normalized per 100 employees per year. We have initiated safety programs throughout our global operations to protect our employees with a target to further reduce total case rate by 2016.
- Quality - We are driving toward further reducing our customer quality rate measured by parts per million (PPM) by the end of 2016 through focusing on design for manufacturing, supplier development, Six Sigma, training and new technologies.
- Cost - We are targeting further net improvement each year for labor and burden cost reduction. Major areas of attention include driving better equipment utilization, reducing changeover time, eliminating waste, improving shift and asset utilization, and investing in equipment to improve cycle time and flexibility.
- People - We encourage every employee to submit at least three suggestions. In North America, we implemented approximately \$1.5 million in improvements in fiscal year 2013 based on employee input.
- Delivery - In fiscal year 2013, we are proud to have the highest OE delivery performance in three years. Our target with M2016 is to achieve even greater performance.

Throughout our company, continuous improvement teams work to improve workplace safety, improve design and quality, implement cost savings ideas, increase productivity and efficiency, and streamline operations. Maintaining a continuous improvement culture is important to improving our business operations and operating results.

As part of Operational Excellence, we are also focused on optimizing our manufacturing footprint to drive additional cost savings. As part of Performance Plus, we transformed Meritor to leverage our strength in the commercial vehicle and industrial businesses through the sale of our light vehicle businesses.

In fiscal year 2013, we completed a number of important initiatives. We transferred our on-highway business in China to Xuzhou Meritor Axle Co. Ltd., our majority-owned off-highway joint venture. This action was carried out to improve efficiency, preserve revenue growth potential and reduce overhead costs. In South America, we strengthened our long-term relationship with MAN by moving into a new facility in its supplier park in Resende. With this proximity, our customer will now be able to improve delivery time to its end customers. In North America, we consolidated our Canadian remanufacturing operations into our facility in Indiana. This move optimized resources and strengthened customer service for our Canadian and U.S. customers. In addition, we also moved axle assembly operations from our facility in Ohio to North Carolina for greater efficiencies. All of these actions are consistent with our strategy to optimize our manufacturing footprint.

Focus on Customer Value

We have established three main goals for improving customer value as part of our M2016 plan. Our first goal is to introduce new products and win new business to drive profitable growth. Second, we are working closely with our customers to achieve the Meritor Value Proposition. Finally, we plan to meet or exceed global customer expectations in terms of quality, delivery, innovation and customer service.

Growing Profitably - Our goal is to drive growth from new customers, new programs and/or new products. For more than 100 years, our products have evolved to meet the changing needs of our customers in all major regions of the world. As technology has advanced, we have consistently designed products that are more fuel efficient, lighter weight, safer, and more durable and reliable. The Meritor brand is well established globally and represents a wide portfolio of high-quality products for many vocations.

Building upon the strength of our core technologies, we intend to expand our presence globally and continue our growth in complementary product lines. Our strategy involves continuing to capitalize on our geographic diversity and product line capability through our strong, global customer relationships and our substantial aftermarket presence. Through implementation of a technology roadmap, complementary technologies such as electronics, controls and mechatronics are being applied to traditional product lines to provide enhanced performance and expanded vehicle content as demonstrated with the launch in fiscal year 2013 of SmartFlow™ Central Tire Inflation System (CTIS) and DriveCommand™ Drivetrain Control (DTC). These systems deliver customized tire pressure and drivetrain management to keep military vehicles moving through various terrains and extreme conditions.

As industry trends continue to lean toward an increasing amount of equipment for environmental and safety-related regulatory provisions, OEM select suppliers based not only on the cost and quality of their products but also on their ability to meet stringent environmental and safety requirements and to service and support the customer after the sale. We use our technological and market expertise to develop and engineer products that address mobility, safety, regulatory and environmental concerns.

To address safety, we have implemented a strategy of focusing on products and technologies that enhance overall vehicle braking performance. As part of this strategy, we are focusing on the integration of braking and stability products and suspension products as well as the development of electronic control capabilities. Through MeritorWabco, our joint venture with WABCO Holdings, Inc., we offer electronic braking systems that integrate anti-lock braking systems technology, automatic traction control, collision avoidance systems and other key vehicle control system components to improve braking performance and meet all required stopping distances for commercial vehicles.

Achieving the Meritor Value Proposition - We are recognized globally for our capabilities in designing, testing and manufacturing high quality drivetrain and braking products. With efficiency and safety in mind, our global engineering team works with supply chain and manufacturing to offer a technology-rich portfolio of drivetrain and braking solutions for original equipment manufacturers and the aftermarket.

We effectively manage complexity for small volumes and aim to support our customers' needs during periods of high volumes. The quality, durability and on-time delivery of our products has earned us strong positions in most of the markets we support. As we seek to extend and expand our business with existing customers and begin relationships with new ones, our objective is to ensure we are getting a fair value for the recognized benefits of our products and services and the strong brand equity we hold in the marketplace.

We believe the quality of our core product lines, our ability to service our products through our aftermarket capabilities, and our sales and service support team give us a competitive advantage. A key part of being a preferred supplier is the ability to deliver service through the entire life cycle of the product.

Exceeding Customer Expectations - As part of our overall strategy, we will measure customer satisfaction. Our performance in the eyes of our customers is very important.

#### Reduce Product Cost

A broad collaborative effort among our Purchasing, Engineering, Supply Chain and Operations is needed to effectively manage product costs, as we target achieving annual net material reductions (measured against controllable spend). We intend to drive such material performance using three different approaches.

While Commercial Negotiations with our suppliers will likely always play a role in managing product cost, we are also actively engaging in Best Cost Country Sourcing and Technical Innovation that we believe can generate more permanent forms of cost reduction. We will explore further sourcing from Best Cost Countries to add more balance as we take advantage of differences in global supplier cost and capabilities. And we will continue to assess options involved in changing product designs to lower product costs. As we explore opportunities in this area, we will ensure we balance our target with the quality and delivery standards we require from our global supply base.

Increasing inventory turns is an important element in improving our working capital performance. We believe we can improve our inventory turnover rate from our current levels. By reducing inventory, we would be able to generate more cash to reinvest in the business or to return to shareholders.

We intend to accomplish this through localization of our supply base where possible; warehousing close to our facilities for imported supply; improved demand planning so material and supply chain planning teams can better determine how much inventory to hold; and increased accuracy in forecasting; and minimizing or eliminating low-volume products.

## Invest in a High Performing Team

We believe that our strength to compete in the global market is dependent upon having the engagement of each and every Meritor employee. We want Meritor to be a place where talented people thrive. Around the world, we pride ourselves on collaboration, creativity and commitment. Over the next three years, we will focus on employee satisfaction in four major areas: Mission, Consistency, Involvement and Adaptability. Within each of these areas are specific elements that we will measure ourselves against annually.

We recognize that that a high performing team is critical to the level of performance we want to achieve. We have a strong and experienced leadership team and commitment from our employees to seek to create the level of sustainable performance improvement we desire. We will also continue to diversify our workforce because we recognize the value of different opinions and backgrounds in a company as global as Meritor.

## Products

Meritor designs, develops, manufactures, markets, distributes, sells, services and supports a broad range of products for use in the transportation and industrial sectors. In addition to sales of original equipment systems and components, we provide our original equipment, aftermarket and remanufactured products to vehicle OEMs, their dealers (who in turn sell to motor carriers and commercial vehicle users of all sizes), independent distributors, and other end-users in certain aftermarkets.

The following chart sets forth, for each of the three fiscal years with the most recent ended September 30, 2013, information about product sales comprising more than 10% of consolidated revenue in any of those years. A narrative description of our principal products follows the chart.

## Product Sales:

	Fiscal Year Ended					
	September 30,					
	2013	2012	2011			
Axles, Undercarriage and Drivelines	78	% 75	% 78	%		
Brakes and Braking Systems	20	% 23	% 21	%		
Other	2	% 2	% 1	%		
Total	100	% 100	% 100	%		

The two segments included in our continuing operations manufacture and supply the products set forth and described below.

## Axles, Undercarriage & Drivelines

We believe we are one of the world's leading independent suppliers of axles for medium- and heavy-duty commercial vehicles, with the leading market position in axle manufacturing in North America, South America and Europe, and are one of the major axle manufacturers in the Asia-Pacific region. Our extensive truck axle product line includes a wide range of front steer axles and rear drive axles. Our front steer and rear drive axles can be equipped with our cam, wedge or air disc brakes, automatic slack adjusters, complete wheel-end equipment such as hubs, rotors and drums, and (through our MeritorWABCO joint venture) anti-lock braking systems ("ABS") and vehicle stability control systems.

We supply heavy-duty axles in certain global regions, for use in numerous off-highway vehicle applications, including construction, material handling, and mining. We also supply axles for use primarily in medium- and heavy-duty

military tactical wheeled vehicles, principally in North America. These products are designed to tolerate high tonnage and operate under extreme geographical and climate conditions. In addition, we have other off-highway vehicle products that are currently in development for certain other regions. We also supply axles for use in buses, coaches and recreational vehicles, fire trucks and other specialty vehicles in North America, Asia Pacific and Europe, and believe we are the leading supplier of bus and coach axles in North America.

We are one of the major manufacturers of heavy-duty trailer axles in North America. Our trailer axles are available in more than 40 models in capacities from 20,000 to 30,000 pounds for virtually all heavy trailer applications and are available with our broad range of suspension modules, brake products, including drum brakes, disc brakes, anti-lock and trailer stability control systems, and ABS (through our MeritorWABCO joint venture).

We supply universal joints and driveline components, including our Permalube™ universal joint and RPL Permalube™ driveline, which are maintenance free, permanently lubricated designs used often in the high mileage on-highway market. We supply drivelines in a variety of global regions, for use in numerous on-highway vehicle applications, including construction, material handling and mining. We supply transfer cases and drivelines for use in medium- and heavy-duty military tactical wheeled vehicles, principally in North America. We also supply transfer cases for use in specialty vehicles in North America. Anti-lock brakes and stability control systems (which we supply through our MeritorWABCO joint venture) are also used in military vehicles and specialty vehicles. In addition, we supply trailer air suspension systems and products with an increasing market presence in North America. We also supply advanced suspension modules for use in light-, medium- and heavy-duty military tactical wheeled vehicles, principally in North America.

### Brakes and Braking Systems

We believe we are one of the leading independent suppliers of air brakes to medium- and heavy-duty commercial vehicle manufacturers in North America and Europe. In Brazil, one of the largest truck and trailer markets in the world, we believe that Master Sistemas Automotivos Limitada, our 49%-owned joint venture with Randon S. A. Vehiculos e Implementos, is a leading supplier of brakes and brake-related products.

Through manufacturing facilities located in North America, Asia Pacific and Europe, we manufacture a broad range of foundation air brakes, as well as automatic slack adjusters for brake systems. Our foundation air brake products include cam drum brakes, which offer improved lining life and tractor/trailer interchangeability; wedge drum brakes, which are lightweight and provide automatic internal wear adjustment; air disc brakes, which provide enhanced stopping distance and improved fade resistance for demanding applications; and wheel-end components such as hubs, drums and rotors.

Our brakes and brake system components also are used in medium- and heavy-duty military tactical wheeled vehicles, principally in North America. We also supply brakes for use in buses, coaches and recreational vehicles, fire trucks and other specialty vehicles in North America and Europe, and we believe we are the leading supplier of bus and coach brakes in North America, and also supply brakes for commercial vehicles, buses and coaches in Asia Pacific.

U.S. Federal regulations require that new medium- and heavy-duty vehicles sold in the United States be equipped with ABS. We believe that, Meritor WABCO Vehicle Control Systems, our 50%-owned joint venture with WABCO, is a leading supplier of ABS and a supplier of other electronic and pneumatic control systems (such as stability control and collision avoidance systems) for North American heavy-duty commercial vehicles. The joint venture also supplies hydraulic ABS to the North American medium-duty truck market and produces stability control and collision mitigation systems for tractors and trailers, which are designed to help maintain vehicle stability and aid in reducing tractor-trailer rollovers and other incidents.

### Other Products

In addition to the products discussed above, we sell other complimentary products, including third party and private label items, through our aftermarket distribution channels. These products are generally sold under master distribution or similar agreements with outside vendors and include brake shoes and friction materials; automatic slack adjusters; yokes and shafts; wheel-end hubs and drums; ABS and stability control systems; shock absorbers and air springs; air brakes, air systems, air dryers and compressors.

### Customers; Sales and Marketing



Meritor has numerous customers worldwide and has developed long-standing business relationships with many of these customers. Our ten largest customers accounted for approximately 71 percent of our total sales from continuing operations in fiscal year 2013. Sales to AB Volvo, Daimler AG and Navistar International Corporation represented approximately 24 percent, 15 percent and 10 percent, respectively, of our sales in fiscal year 2013. No other customer accounted for 10% or more of our total sales in fiscal year 2013.

7

---

## OEMs

In North America, we design, engineer, market and sell products principally to OEMs, dealers and distributors. While our North American sales are typically direct to the OEMs, our ultimate commercial truck customers include trucking and transportation fleets. Fleet customers may specify our components and integrated systems for installation in the vehicles they purchase from OEMs. We employ what we refer to as a “push-pull” marketing strategy. We “push” for being the standard product at the OEM. At the same time, our district field managers then call on fleets and OEM dealers to “pull-through” our components on specific truck purchases. For all other markets, we specifically design, engineer, market and sell products principally to OEMs for their market specific needs or product specifications.

For certain large OEM customers, our supply arrangements are generally negotiated on a long-term contract basis for a multi-year period that may require us to provide annual cost reductions (through price reductions or other cost benefits for the OEMs). If we are unable to generate sufficient cost savings in the future to offset such price reductions, our gross margins will be adversely affected. Sales to other OEMs are typically made through open order releases or purchase orders at market based prices which do not require the purchase of a minimum number of products. The customer typically has the right to cancel or delay these orders on reasonable notice. We generally compete for new business from OEMs as long term contracts expire.

We have established leading positions in many of the markets we serve as a global supplier of a broad range of drivetrain systems, brakes and components. Based on available industry data and internal company estimates, our market leading positions include independent truck drive axles (i.e. those manufactured by an independent, non-captive supplier) in North America, Europe, South America and India; truck drivelines in North America; truck air brakes in North America, South America (through a joint venture), Asia Pacific and Europe; and military wheeled vehicle drivetrain, suspension and brakes in North America.

Our global customer portfolio includes companies such as AB Volvo, Daimler AG, Navistar International Corporation, Oshkosh, MAN, BAE Systems, Iveco, PACCAR, Inc., Ashok Leyland, and Ford.

## Aftermarket

We market and sell truck, trailer, off-highway and other products principally to, and service such products principally for, OEMs, their parts marketing operations, their dealers and other independent distributors and service garages within the aftermarket industry. Our product sales are generated through long-term agreements with certain of our OEM customers, and distribution agreements and sales to independent dealers and distributors. Sales to other OEMs are typically made through open order releases or purchase orders at market based prices which do not require the purchase of a minimum number of products. The customer typically has the right to cancel or delay these orders on reasonable notice.

Our product offerings allow us to service all stages of our customers’ vehicle ownership lifecycle. In North America, we stock and distribute hundreds of parts from top national brands to our customers or what we refer to as our “all makes” strategy. Also, as part of our growth strategy, we employ what we believe to be world class remanufacturing processes that allow us to offer highly engineered genuine remanufactured components to our customers in North America and Europe. Our district field managers call on our OEM and independent customers to market our full product line capabilities on a regular basis to seek to ensure that we satisfy our customers’ needs. Our aftermarket business sells products under the following brand names: Meritor; Meritor Wabco; Euclid; Trucktechnic; Mascot Truck Parts and Meritor AllFit.

Based on available industry data and internal company estimates, our North America aftermarket business has the overall market leadership position for the portfolio of products that we offer.

## Competition

We compete worldwide with a number of North American and international providers of components and systems, some of which are owned by or associated with some of our customers. The principal competitive factors are price, quality, service, product performance, design and engineering capabilities, new product innovation and timely delivery. In addition, certain OEMs manufacture their own components that compete with the types of products we supply.

Our major competitors for axles are Dana Holding Corp. and, in certain markets, OEMs that manufacture axles for use in their own products. Emerging competitors for axles include Daimler Truck North America's Detroit Axle, American Axle Corporation and in China, Hande and Ankai, to name a few. Our major competitors for brakes are WABCO, Brembo, Bendix/Knorr Bremse and, in certain markets, OEMs that manufacture brakes for use in their own products. Our major competitors for industrial applications are ZF, MAN, AxleTech International, Oshkosh, AM General, Marmon-Herrington, Dana Holding Corp., Knorr, Kessler & Co., Carraro, NAF, Sisu and, in certain markets, OEMs that manufacture industrial products for use in their own vehicles. Our major competitors for trailer applications are Hendrickson, BPW and SAF-Holland.

See Item 1A. Risk Factors for information on certain risks associated with our competitive environment.

#### Raw Materials and Suppliers

Our purchases of raw materials and parts are concentrated over a limited number of suppliers. We are dependent upon our suppliers' ability to meet cost performance, quality specifications and delivery schedules. The inability of a supplier to meet these requirements, the loss of a significant supplier, or any other work stoppages, could have an adverse effect on our ability to meet our customers' delivery requirements.

The cost of our core products is susceptible to changes in overall steel commodity prices, including ingredients used for various grades of steel. We have generally structured our major steel supplier and customer contracts to absorb and pass on normal index-related market fluctuations in steel prices. While we have had steel pricing adjustment programs in place with most major OE manufacturers, the price adjustment programs tend to lag the movement in steel costs and have generally not contemplated non-index related increases.

Significant future volatility in the commodity markets or a continued deterioration in demand may require us to pursue customer increases through surcharges or other pricing arrangements. In addition, if suppliers are inadequate for our needs, or if prices remain at current levels or increase and we are unable to either pass these prices to our customer base or otherwise mitigate the costs, our operating results could be further adversely affected.

We continuously work to address these competitive challenges by reducing costs and, as needed, restructuring operations. We manage supplier risk by conducting periodic assessments for all major suppliers and more frequent rigorous assessments of high-risk suppliers. On an ongoing basis, we monitor third party financial statements, conduct surveys through supplier questionnaires, and conduct site visits. We have developed a chronic supplier improvement process where we identify and develop actions to address ongoing financial, quality and delivery issues to further mitigate potential risk. We are proactive in managing our supplier relationships to avoid supply disruption. Our process employs dual sourcing and resourcing trigger points that cause us to take aggressive actions and then monitor the progress closely.

#### Divestitures and Restructuring

As described above, our business strategies are focused on enhancing our market position by continuously evaluating the competitive differentiation of our product portfolio, focusing on our strengths and core competencies, and growing the businesses that offer the most attractive returns. Implementing these strategies involves various types of strategic initiatives.

#### Divestitures

As part of our strategy to refocus our business and dedicate our resources to our core capabilities, we regularly review the prospects of our existing businesses to determine whether any of them should be modified, restructured, sold or

otherwise discontinued. In an effort to execute our long-term strategy to transform our company away from the light vehicle business to focus on the commercial vehicle and industrial business, we completed the following initiatives since the beginning of fiscal year 2011 (see Note 3 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below):

• In fiscal year 2011, we completed the sale of our Body Systems business to Inteva Products Holding Coöperatieve U.A., an assignee of 81 Acquisition LLC and an affiliate of Inteva Products, LLC.

• In fiscal year 2011, we completed the sale of Gabriel Europe (Bonneval) facility to TRW Automotive Holdings France.

• In fiscal year 2011, we closed our EU Trailer operations in Cwmbran, U.K. and related warehouses in Spain and Italy.

• In fiscal year 2012, we completed the sale our damper business located in Leicester, England.

## Restructuring Programs

**Performance Plus:** We implemented Performance Plus, a long-term profit improvement and cost reduction initiative, in fiscal year 2007. As part of this program, we identified significant restructuring actions intended to improve our global footprint and cost competitiveness by eliminating up to 2,800 positions in North America and Europe and consolidating and combining certain global facilities, with costs to be incurred over several years. All restructuring actions associated with Performance Plus were complete as of September 30, 2012. Cumulative restructuring costs recorded for this program as of September 30, 2012 are \$186 million, including \$93 million reported in discontinued operations in the consolidated statement of operations. These costs primarily relate to employee severance and related costs of \$117 million, asset impairment charges of \$41 million and \$28 million primarily associated with pension termination benefits. The company's Commercial Truck & Industrial segment recognized cumulative restructuring costs associated with Performance Plus of \$82 million. Cumulative restructuring costs of \$11 million were recognized by corporate locations and the company's Aftermarket & Trailer segment.

See Note 5 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below for further information on our restructuring actions.

## Restructuring costs – continuing operations

**Variable Labor Reductions:** During the fourth quarter of fiscal year 2012, we initiated a global variable labor headcount reduction plan intended to reduce labor and other costs in response to market conditions. In response to further deterioration in the global markets, we approved further headcount reductions under this action during the fourth quarter of fiscal year 2013. As part of this action, we will eliminate approximately 600 hourly and 120 salaried positions and incurred approximately \$10 million of restructuring costs in the Commercial Truck & Industrial segment. We recognized cumulative costs of approximately \$10 million, primarily severance benefits, as of September 30, 2013, of which approximately \$5 million was recognized in fiscal year 2012 and \$5 million was recognized in fiscal year 2013. All restructuring actions associated with variable labor reduction program were substantially complete as of September 30, 2013.

**Remanufacturing Consolidation:** During the first quarter of fiscal year 2013, we announced the planned consolidation of our remanufacturing operations in the Aftermarket & Trailer segment resulting in the closure of one remanufacturing plant in Canada. The closure resulted in the elimination of 85 hourly positions including approximately 65 positions which were transferred to the company's facility in Indiana. We recorded restructuring charges of approximately \$3 million during the fiscal year ended 2013 associated with employee severance charges. Restructuring actions associated with the remanufacturing consolidation were substantially complete as of September 30, 2013.

**Segment Reorganization and Asia Pacific Realignment:** On November 12, 2012, we announced a revised management reporting structure resulting in two business segments to drive efficiencies. On January 8, 2013, we announced restructuring actions related to the November 12, 2012 business segment rationalization. On March 26, 2013, plans to consolidate operations in China by transferring manufacturing operations to our majority owned off-highway joint venture facility and closing our facility in Wuxi, China.

During fiscal year 2013, we recorded employee severance charges and other exit costs associated with the elimination of approximately 200 salaried positions (including contract employees) and 50 hourly positions of \$8 million and \$3 million in the Commercial Truck & Industrial and Aftermarket & Trailer segments, respectively, as well as \$3 million at a corporate location. We also recognized \$2 million within the Commercial Truck & Industrial segment related to a lease termination. Restructuring actions associated with the program are substantially complete as of September 30, 2013.

M2016 Footprint Actions: As part of our recently announced M2016 Strategy, a three year plan to achieve sustainable financial strength, we approved a North American footprint realignment and a European shared services reorganization. As part of these actions, we expect to eliminate 74 hourly and 27 salaried positions and approximately \$2 million of restructuring cost in the Commercial Truck & Industrial segment, primarily related to severance benefits, which were recognized in fiscal year ended 2013.

Performance Plus: In our continuing operations, we recorded restructuring costs of \$24 million and \$16 million in fiscal years 2012 and 2011, respectively, related to Performance Plus. Total cumulative costs recorded in continuing operations for Performance Plus programs are \$93 million. These costs primarily include \$42 million for estimated employee severance benefits, \$19 million, primarily associated with pension termination benefits, and \$32 million of asset impairment charges associated with certain facility closures.

Our continuing operations recognized restructuring costs in the Commercial Truck & Industrial segment of \$24 million during fiscal year 2012. These costs include \$19 million of non-cash charges, including an impairment charge of \$17 million for assets held for sale at December 31, 2011. In addition, other restructuring charges of approximately \$5 million associated with the employee headcount reduction and plant rationalization costs were recognized in fiscal year 2012 in connection with the sale of St. Priest facility.

**Fiscal Year 2012 European Action:** During the second quarter of fiscal year 2012, we approved a European headcount reduction plan in response to the ongoing economic weakness and uncertainty in that region. In fiscal year 2012, we recognized approximately \$7 million of restructuring costs associated with this plan in its Commercial Truck & Industrial segment.

**Other Actions:** The remaining restructuring costs incurred during the fiscal year 2012 were associated with our previously announced executive headcount reduction.

#### Restructuring costs – discontinued operations

**Performance Plus:** We recorded restructuring costs in discontinued operations of \$1 million in fiscal year 2011 related to Performance Plus. Total cumulative costs recorded in discontinued operations for Performance Plus programs are \$93 million. These costs primarily include \$75 million for estimated employee severance benefits and \$9 million of asset impairment charges associated with certain facility closures and \$9 million for facility shutdown and other related costs, primarily pension termination benefits.

**European Trailer:** In the second quarter of fiscal year 2011, we announced the planned closure of our EU Trailer business and recognized approximately \$8 million of restructuring costs during fiscal year 2011 and \$1 million during fiscal year 2012 primarily associated with employee severance costs. At September 30, 2012, all restructuring activities related to this closure were complete.

Restructuring costs associated with discontinued operations are included in loss from discontinued operations in the accompanying Consolidated Statement of Operations in Item 8. Financial Statements and Supplementary Data.

See Item 1A. Risk Factors for information on certain risks associated with strategic initiatives.

#### Joint Ventures

As the industries in which we operate have become more globalized, joint ventures and other cooperative arrangements have become an important element of our business strategies. These strategic alliances provide for sales, product design, development and manufacturing in certain product and geographic areas. As of September 30, 2013, our continuing operations participated in the following non-consolidated joint ventures:

	Key Products	Country
Meritor WABCO Vehicle Control Systems	Antilock braking and air systems	U.S.
Master Sistemas Automotivos Limitada	Braking systems	Brazil
Sistemas Automotrices de Mexico S.A. de C.V.	Axles, drivelines and brakes	Mexico
Ege Fren Sanayii ve Ticaret A.S.	Braking systems	Turkey
Automotive Axles Limited	Rear drive axle assemblies	India

Aggregate sales of our non-consolidated joint ventures were \$1,552 million, \$1,787 million, and \$1,977 million in fiscal years 2013, 2012 and 2011, respectively.



In accordance with accounting principles generally accepted in the United States, our consolidated financial statements include the financial position and operating results of those joint ventures in which we have control. For additional information of our unconsolidated joint ventures and percentage ownership thereof see Note 12 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below.

## Research and Development

We have significant research, development, engineering and product design capabilities. We spent \$71 million in fiscal year 2013 and \$73 million in fiscal years 2012 and 2011 on company-sponsored research, development and engineering. We employ professional engineers and scientists globally, and have additional engineering capabilities through contract arrangements in low-cost countries. We also have advanced technical centers in North America, South America, Europe and Asia Pacific (primarily in India and China).

## Patents and Trademarks

We own or license many United States and foreign patents and patent applications in our engineering and manufacturing operations and other activities. While in the aggregate these patents and licenses are considered important to the operation of our businesses, management does not consider them of such importance that the loss or termination of any one of them would materially affect a business segment or Meritor as a whole.

Our registered trademarks for Meritor® and the Bull design are important to our business. Other significant trademarks owned by us include Euclid®, Mascot™ and TRUCKTECHNIC® for aftermarket products.

Substantially all of our U.S. held intellectual property rights are subject to a first priority perfected security interest securing our obligations to the lenders under our credit facility. See Note 15 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below.

## Employees

At September 30, 2013, we had approximately 8,900 full-time employees. At that date, 175 employees in the United States and Canada were covered by collective bargaining agreements and most of our facilities outside of the United States and Canada were unionized. We believe our relationship with unionized employees is satisfactory.

## Environmental Matters

Federal, state and local requirements relating to the discharge of substances into the environment, the disposal of hazardous wastes and other activities affecting the environment have, and will continue to have, an impact on our operations. We record liabilities for environmental issues in the accounting period in which they are considered to be probable and the cost can be reasonably estimated. At environmental sites in which more than one potentially responsible party has been identified, we record a liability for our allocable share of costs related to our involvement with the site, as well as an allocable share of costs related to insolvent parties or unidentified shares. At environmental sites in which we are the only potentially responsible party, we record a liability for the total estimated costs of remediation before consideration of recovery from insurers or other third parties.

We have been designated as a potentially responsible party at nine Superfund sites, excluding sites as to which our records disclose no involvement or as to which our liability has been finally determined. In addition to Superfund sites, various other lawsuits, claims and proceedings have been asserted against us, alleging violations of federal, state and local environmental protection requirements or seeking remediation of alleged environmental impairments, principally at previously disposed-of properties. We have established reserves for these liabilities when they are considered to be probable and reasonably estimable. See Note 22 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below for information as to our estimates of the total reasonably possible costs we could incur and the amounts recorded as a liability as of September 30, 2013, and as to changes in environmental accruals during fiscal year 2013.

The process of estimating environmental liabilities is complex and dependent on physical and scientific data at the site, uncertainties as to remedies and technologies to be used, and the outcome of discussions with regulatory agencies. The actual amount of costs or damages for which we may be held responsible could materially exceed our current estimates because of uncertainties, including the financial condition of other potentially responsible parties, the success of the remediation and other factors that make it difficult to predict actual costs accurately. However, based on management's assessment, after consulting with Vernon G. Baker, II, Esq., Meritor's General Counsel, and with outside advisors who specialize in environmental matters, and subject to the difficulties inherent in estimating these future costs, we believe that our expenditures for environmental capital investment and remediation necessary to comply with present regulations governing environmental protection and other expenditures for the resolution of environmental claims will not have a material adverse effect on our business, financial condition or results of operations. In addition, in future periods, new laws and regulations, changes in remediation plans, advances in technology and additional information about the ultimate clean-up remedy could significantly change our estimates. Management cannot assess the possible effect of compliance with future requirements.

## International Operations

We believe our international operations provide us with geographical diversity and help us to weather the cyclical nature of our business. Approximately 56 percent of our total assets as of September 30, 2013 and 61 percent of fiscal year 2013 sales from continuing operations were outside the U.S. See Note 23 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below for financial information by geographic area for the three fiscal years ended September 30, 2013.

Our international operations are subject to a number of risks inherent in operating abroad (see Item 1A. Risk Factors below). There can be no assurance that these risks will not have a material adverse impact on our ability to increase or maintain our foreign sales or on our financial condition or results of operations.

Our operations are also exposed to global market risks, including foreign currency exchange rate risk related to our transactions denominated in currencies other than the U.S. dollar. We have a foreign currency cash flow hedging program in place to help reduce the company's exposure to changes in exchange rates. We use foreign currency forward contracts to manage the company's exposures arising from foreign currency exchange risk. Gains and losses on the underlying foreign currency exposures are partially offset with gains and losses on the foreign currency forward contracts. The contracts generally mature within twelve months. It is our policy not to enter into derivative financial instruments for speculative purposes and, therefore, we hold no derivative instruments for trading purposes. See Item 7A. Quantitative and Qualitative Disclosures About Market Risk and Note 16 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data below.

## Seasonality; Cyclicity

We may experience seasonal variations in the demand for our products, to the extent OEM vehicle production fluctuates. Historically, for all of our operations, demand has been somewhat lower in the quarters ended September 30 and December 31, when OEM plants may close during summer shutdowns and holiday periods or when there are fewer selling days during the quarter. In addition, our aftermarket business and our operations in China generally experience higher than usual demand in the quarters ending March 31 and June 30.

In addition, the industries in which we operate have been characterized historically by periodic fluctuations in overall demand for trucks, trailers and other specialty vehicles for which we supply products, resulting in corresponding fluctuations in demand for our products. Production and sales of the vehicles for which we supply products generally depend on economic conditions and a variety of other factors that are outside of our control, including freight tonnage, customer spending and preferences, vehicle age, labor relations and regulatory requirements. See Item 1A. Risk Factors below. Cycles in the major vehicle industry markets of North America and Europe are not necessarily concurrent or related. It is part of our strategy to continue to seek to expand our operations globally to help mitigate the effect of periodic fluctuations in demand of the vehicle industry in one or more particular countries.

Fiscal year 2009 was extremely difficult for us and the industries in which we participate, with sharp declines in production and sales volumes in substantially all regions. In fiscal year 2010 we saw varying levels of improvement from fiscal year 2009 low points, as shown in the below table. In fiscal year 2011, the pace of the recovery of commercial truck volumes in North America and Europe, our largest markets, was more rapid than previously anticipated. In fiscal year 2012, production volumes in North America increased while South America and Europe production volumes declined as compared to fiscal year 2011. During fiscal year 2014, we expect a slight increase in production volumes in North America compared to the levels experienced in fiscal year 2013. We anticipate a slight decrease in production volumes in South America resulting from continued economic uncertainty during fiscal year 2014. Production volumes in Europe are expected to ramp up in the first quarter of fiscal year 2014 in advance of the

new commercial truck emission standard requirements, with a decline in production expected for the remainder of the year. Production volumes in the Asia-Pacific region, more specifically China, are expected to remain unchanged during fiscal year 2014 compared to levels experienced in fiscal year 2013. We expect the market in India to be down another 8% in fiscal year 2014 given the current economic climate. There is no certainty as to when these volumes in the Asia-Pacific region will return to the levels previously experienced in 2011.

The following table sets forth estimated truck production in principal markets we serve for the last five fiscal years based on available industry sources and management's estimates:

	Year Ended September 30,				
	2013	2012	2011	2010	2009
Estimated Commercial Truck production (in thousands):					
North America, Heavy-Duty Trucks	244	296	224	146	129
North America, Medium-Duty Trucks	197	182	159	114	101
Western Europe, Heavy- and Medium-Duty Trucks	354	387	407	266	252
South America, Heavy- and Medium- Duty Trucks	186	165	204	179	118

#### Available Information

We make available free of charge through our web site ([www.Meritor.com](http://www.Meritor.com)) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports, and other filings we make with the Securities and Exchange Commission ("SEC"), as soon as reasonably practicable after they are filed.

#### Cautionary Statement

This Annual Report on Form 10-K contains statements relating to future results of the company (including certain projections and business trends) that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as "believe," "expect," "anticipate," "estimate," "should," "are likely to be," "will" and similar expressions. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to reduced production for certain military programs and our ability to secure new military programs as our primary military programs wind down by design next year; reliance on major original equipment manufacturer ("OEM") customers and possible negative outcomes from contract negotiations with our major customers, including failure to negotiate acceptable terms in contract renewal negotiations and our ability to obtain new customers; the outcome of actual and potential product liability, warranty and recall claims; our ability to successfully manage rapidly changing volumes in the commercial truck markets and work with our customers to adjust their demands in view of rapid changes in production levels; global economic and market cycles and conditions, availability and sharply rising costs of raw materials, including steel, and our ability to manage or recover such costs; our ability to manage possible adverse effects on our European operations, or financing arrangements related thereto, in the event one or more countries exit the European monetary union; risks inherent in operating abroad (including foreign currency exchange rates, implications of foreign regulations relating to pensions and potential disruption of production and supply due to terrorist attacks or acts of aggression); rising costs of pension and other postretirement benefits; the ability to achieve the expected benefits of restructuring actions; the demand for commercial and specialty vehicles for which we supply products; whether our liquidity will be affected by declining vehicle productions in the future; OEM program delays; demand for and market acceptance of new and existing products; successful development of new products; labor relations of our company, our suppliers and customers, including potential disruptions in supply of parts to our facilities or demand for our products due to work stoppages; the financial condition of our suppliers and customers, including potential bankruptcies; possible adverse effects of any future suspension of normal trade credit terms by our suppliers; potential difficulties competing with companies that have avoided their existing contracts in bankruptcy and reorganization proceedings; potential impairment of long-lived assets, including goodwill; potential adjustment of the value of deferred tax assets; competitive product and pricing pressures; the amount of our debt; our ability to continue to comply with covenants in our financing agreements; our ability to access capital markets; credit ratings of our debt; the outcome of existing and any future legal proceedings, including any litigation with respect to environmental or asbestos-related matters; and possible changes in accounting rules; as well as other substantial costs, risks and uncertainties, including but not limited to those detailed herein and from time to time in other filings of the company

with the SEC. See also the following portions of this Annual Report on Form 10-K: Item 1. Business , “Customers; Sales and Marketing”; “Competition”; “Raw Materials and Supplies”; “Employees”; “Environmental Matters”; “International Operations”; and “Seasonality; Cyclicity”; Item 1A. Risk Factors; Item 3. Legal Proceedings; and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations. These forward-looking statements are made only as of the date hereof, and the company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Item 1A. Risk Factors.

Our business, financial condition and results of operations can be impacted by a number of risks, including those described below and elsewhere in this Annual Report on Form 10-K, any one of which could cause our actual results to vary materially from recent results or from anticipated future results. Any of these individual risks could materially and adversely affect our business, financial condition and results of operations. This effect could be compounded if multiple risks were to occur.

We may not be able to execute our M2016 Strategy.

In 2013, we announced our M2016 Strategy, a three-year plan to achieve sustainable financial strength. In connection with the plan, we established certain financial goals relating to adjusted EBITDA margins, debt reduction and incremental revenue. The M2016 Strategy is based on our current planning assumptions, and achievement of the plan is subject to a number of risks. Our assumptions include that the global economy and our markets improve; we are able to secure new business wins (a significant portion of which generates sales by the year 2016, which more than offset losses of existing business); we are able to reduce costs and increase pricing; and any increases in raw materials prices are substantially offset by customer recovery mechanisms. If our assumptions are incorrect, if management is not able to execute the plan or if our business suffers from any number of additional risks set forth herein, we may not be able to achieve the financial goals we have announced.

Our primary military program is winding down and failure to secure new military contracts, which are subject to continued appropriations by Congress, could adversely affect our ability to maintain our sales and results of operations

We have significant sales to U.S. Government contractors in the military vehicle market. Sales for our primary military program were at their peak during the third quarter of fiscal year 2012. This program is expected to wind down next year, and failure to secure new military contracts could have a longer-term negative impact to the company. In addition, even if sales of our military programs do return to historic levels, the levels of profitability on these sales could be lower than what we have recognized in recent periods.

Future sales from orders placed under contracts with U.S. Government contractors are reliant on the continuing availability of Congressional appropriations. If government defense spending decreases on selected programs or future defense budgets and appropriations for the military vehicles that our products supply are subject to budgeting constraints or differing priorities, reductions in appropriations for these military vehicles could adversely affect our ability to maintain our sales and results of operations.

We depend on large OEM customers, and loss of sales to these customers or failure to negotiate acceptable terms in contract renewal negotiations could have an adverse impact on our business.

We are dependent upon large OEM customers with substantial bargaining power with respect to price and other commercial terms. In addition, we have long-term contracts with certain of these customers that are subject to renegotiation and renewal from time to time (including, without limitation, negotiations with our largest customer, Volvo, which are ongoing regarding our contract with Volvo covering axle supply in Europe, South America and Australia, which is scheduled to expire in October 2014). Loss of all or a substantial portion of sales to any of our large volume customers for whatever reason (including, but not limited to, loss of contracts or failure to negotiate acceptable terms in contract renewal negotiations, loss of market share by these customers, insolvency of such customers, reduced or delayed customer requirements, plant shutdowns, strikes or other work stoppages affecting production by such customers), or continued reduction of prices to these customers, could have a significant adverse effect on our financial results. There can be no assurance that we will not lose all or a portion of sales to our large volume customers, or that we will be able to offset continued reduction of prices to these customers with reductions in



our costs.

During fiscal year 2013, sales to our three largest customers, AB Volvo, Daimler AG and Navistar International Corporation, represented approximately 24 percent, 15 percent and 10 percent, respectively, of our sales from continuing operations. No other customer accounted for 10% or more of our total sales from continuing operations in fiscal year 2013.

The level of our sales to large OEM customers, including the realization of future sales from awarded business, is inherently subject to a number of risks and uncertainties, including the number of vehicles that these OEM customers actually produce and sell. Several of our significant customers have major union contracts that expire periodically and are subject to renegotiation. Any strikes or other actions that affect our customers' production during this process would also affect our sales. Further, to the extent that the financial condition, including bankruptcy or market share of any of our largest customers, deteriorates or their sales otherwise continue to decline, our financial position and results of operations could be adversely affected. In addition, our customers generally have the right to replace us with another supplier under certain circumstances. Accordingly, we may not in fact realize all of the future sales represented by our awarded business. Any failure to realize these sales could have a material adverse effect on our financial condition and results of operations.

15

---

Ability to manage rapidly changing production and sales volume in the commercial vehicle market may adversely affect our results of operations.

Production and sales in the commercial vehicle market have been volatile in recent years. Our business may experience difficulty in adapting to rapidly changing production and sales volumes. In an upturn of the cycle when demand increases from what had recently been a historical low for production, we may have difficulty in meeting such extreme or rapidly increasing demand. This difficulty may include not having sufficient manpower or working capital to meet the needs of our customers or relying on other suppliers who may not be able to respond quickly to a changed environment when demand increases rapidly. In contrast, in the downturn of the cycle, we may have difficulty sustaining profitability given fixed costs (as further discussed below).

A further downturn in the global economy could materially adversely affect our results of operations, financial condition and cash flows.

Although the global economy has improved since the global economic recession that began in late 2008 and continued through 2009, the recession had a significant adverse impact on our business, customers and suppliers. Our cash and liquidity needs were impacted by the level, variability and timing of our customers' worldwide vehicle production and other factors outside of our control. If the global economy were to take another significant downturn, depending upon the length, duration and severity of another recession, our results of operations, financial condition and cash flow would be materially adversely affected again.

Our levels of fixed costs can make it difficult to adjust our cost base to the extent necessary, or to make such adjustments on a timely basis, and continued volume declines can result in non-cash impairment charges as the value of certain long-lived assets is reduced. As a result, our financial condition and results of operations have been and would be expected to continue to be adversely affected during periods of prolonged declining production and sales volumes in the commercial vehicle markets.

The negative impact on our financial condition and results of operations from continued volume declines could also have negative effects on our liquidity. If cash flows are not available from our operations, we may be required to rely on the banking and credit markets to meet our financial commitments and short-term liquidity needs; however, we cannot predict whether that funding will be available at all or on commercially reasonable terms. In addition, in the event of reduced sales, levels of receivables would decline, which would lead to a decline in funding available under our U.S. receivables facilities or under our European factoring arrangements.

Our working capital requirements may negatively affect our liquidity and capital resources.

Our working capital requirements can vary significantly, depending in part on the level, variability and timing of our customers' worldwide vehicle production and the payment terms with our customers and suppliers. As production volumes increase, our working capital requirements to support the higher volumes generally increase. If our working capital needs exceed our cash flows from operations, we would look to our cash balances and availability for borrowings under our borrowing arrangements to satisfy those needs, as well as potential sources of additional capital, which may not be available on satisfactory terms and in adequate amounts.

In addition, since many of our accounts receivable factoring programs support our working capital requirements in Europe, any dissolution of the European monetary union, if it were to occur, or any other termination of our European factoring agreements could have a material adverse effect on our liquidity if we were unable to renegotiate such agreements or find alternative sources of liquidity.

One of our consolidated joint ventures in participates in bills of exchange programs to settle accounts receivable from its customers and obligations to its trade suppliers. These programs are common in China and generally require the participation of local banks. Any disruption in these programs, if it were to occur, could have an adverse effect on our liquidity if we were unable to find alternative sources of liquidity.

Our liquidity, including our access to capital markets and financing, could be constrained by limitations in the overall credit market, our credit ratings, our ability to comply with financial covenants in our debt instruments, and our suppliers suspending normal trade credit terms on our purchases.

Our current revolving credit facility matures in April 2017. Upon expiration of this facility, we will require a new or renegotiated facility (which may be smaller and have less favorable terms than our current facility) or other financing arrangements. Our ability to access additional capital in the long term will depend on availability of capital markets and pricing on commercially reasonable terms as well as our credit profile at the time we are seeking funds, and there is no guarantee that we will be able to access additional capital.

Standard & Poor's current corporate credit rating, senior secured credit rating and senior unsecured credit rating for our company are B, BB- and B-, respectively. Moody's Investors Service corporate credit rating, senior secured credit rating and senior unsecured credit rating for our company are B2, Ba2 and B3, respectively. There are a number of factors, including our ability to achieve the intended benefits from restructuring and other strategic activities on a timely basis, that could result in lowering of our credit ratings. The rating agencies' opinions about our creditworthiness may also be affected by their views of industry conditions generally, including their views concerning the financial condition of our major OEM customers. If the credit rating agencies perceive further weakening in the industry, they could lower our ratings. Declines in our ratings could reduce our access to capital markets, further increase our borrowing costs and result in lower trading prices for our securities.

Our liquidity could also be adversely impacted if our suppliers were to suspend normal trade credit terms and require more accelerated payment terms, including payment in advance or payment on delivery of purchases. If this were to occur, we would be dependent on other sources of financing to bridge the additional period between payment of our suppliers and receipt of payments from our customers.

We operate in an industry that is cyclical and that has periodically experienced significant year-to-year fluctuations in demand for vehicles; we also experience seasonal variations in demand for our products.

The industries in which we operate have been characterized historically by significant periodic fluctuations in overall demand for medium- and heavy-duty trucks and other vehicles for which we supply products, resulting in corresponding fluctuations in demand for our products. The length and timing of any cycle in the vehicle industry cannot be predicted with certainty.

Production and sales of the vehicles for which we supply products generally depend on economic conditions and a variety of other factors that are outside our control, including freight tonnage, customer spending and preferences, vehicle age, labor relations and regulatory requirements. In particular, demand for our Commercial Truck & Industrial segment products can be affected by a pre-buy before the effective date of new regulatory requirements, such as changes in emissions standards. Historically, implementation of new, more stringent, emissions standards, has increased heavy-duty truck demand prior to the effective date of the new regulations, and correspondingly decreased this demand after the new standards are implemented. In addition, any expected increase in the heavy-duty truck demand prior to the effective date of new emissions standards may be offset by instability in the financial markets and resulting economic contraction in the U.S. and worldwide markets.

Sales from the aftermarket portion of our Aftermarket & Trailers segment depend on overall levels of truck ton miles and gross domestic product (GDP) and may be influenced by times of slower economic growth or economic contraction based on the average age of commercial truck fleets.

We may also experience seasonal variations in the demand for our products to the extent that vehicle production fluctuates. Historically, for our business, demand has been somewhat lower in the quarters ended September 30 and

December 31, when OEM plants may close during model changeovers and vacation and holiday periods or when there are fewer selling days during the quarter. In addition, our aftermarket business and our operations in China generally experience higher than usual demand in the quarters ending March 31 and June 30.

Disruptions in the financial markets could impact the availability and cost of credit which could negatively affect our business.

Disruptions in the financial markets, including the bankruptcy, insolvency or restructuring of certain financial institutions, and the lack of liquidity generally could impact the availability and cost of incremental credit for many companies and may adversely affect the availability of credit already arranged. Such disruptions could adversely affect the U.S. and world economy, further negatively impacting consumer spending patterns in the transportation and industrial sectors. In addition, as our customers and suppliers respond to rapidly changing consumer preferences, they may require access to additional capital. If that capital is not available or its cost is prohibitively high, their business would be negatively impacted which could result in further restructuring or even reorganization under bankruptcy laws. Any such negative impact, in turn, could negatively affect our business either through loss of sales to any of our customers so affected or through inability to meet our commitments (or inability to meet them without excess expense) because of loss of supplies from any of our suppliers so affected. There are no assurances that government responses to these disruptions will restore consumer confidence or improve the liquidity of the financial markets.

In addition, disruptions in the capital and credit markets, as were experienced a few years ago, could adversely affect our ability to draw on our revolving credit facility. Our access to funds under that credit facility is dependent on the ability of the banks that are parties to the facility to meet their funding commitments. Those banks may not be able to meet their funding commitments to us if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from Meritor and other borrowers within a short period of time. Longer-term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives, or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged.

Continued fluctuation in the prices of raw materials and transportation costs has adversely affected our business and, together with other factors, will continue to pose challenges to our financial results.

Prices of raw materials, primarily steel and oil, for our manufacturing needs and costs of transportation fluctuated sharply in recent years, including rapid increases which had a negative impact on our operating income for certain periods. These steel price increases, along with increasing transportation costs, created pressure on profit margins and if they recur in the future, they could unfavorably impact our financial results going forward. While we have had steel pricing adjustment programs in place with most major OE manufacturers, the price adjustment programs have tended to lag the increase in steel costs and have generally not contemplated all non-index-related increases in steel costs. Raw material price fluctuation, together with the volatility of the commodity markets will continue to pose risks to our financial results. If we are unable to pass price increases on to our customer base or otherwise mitigate the costs, our operating income could be adversely affected.

Escalating price pressures from customers may adversely affect our business.

Pricing pressure by OEMs is a characteristic, to a certain extent, of the commercial vehicle industry. Virtually all OEMs have aggressive price reduction initiatives and objectives each year with their suppliers, and such actions are expected to continue in the future. Accordingly, we must be able to reduce our operating costs in order to maintain our current margins. Price reductions have impacted our margins and may do so in the future. There can be no assurance that we will be able to avoid future customer price reductions or offset future customer price reductions through improved operating efficiencies, new manufacturing processes, sourcing alternatives or other cost reduction initiatives.

We operate in a highly competitive industry.

Each of Meritor's businesses operates in a highly competitive environment. We compete worldwide with a number of North American and international providers of components and systems, some of which are owned by or associated with some of our customers. Some of these competitors are larger and have greater financial resources or have established stronger relationships with significant customers. In addition, certain OEMs manufacture products for their own use that compete with the types of products we supply, and any future increase in this activity could displace Meritor's sales.

Many companies in our industry have undertaken substantial changes in contractual obligations to current and former employees, primarily with respect to pensions and other postretirement benefits. The bankruptcy or insolvency of a major competitor has resulted in certain companies eliminating or reducing some or all of these obligations as well as their debt obligations, which could give that competitor a cost advantage over us.

Exchange rate fluctuations could adversely affect our financial condition and results of operations.

As a result of our substantial international operations, we are exposed to foreign currency risks that arise from our normal business operations, including in connection with our transactions that are denominated in foreign currencies. While we employ financial instruments to hedge certain of our foreign currency exchange risks relating to these transactions, our efforts to manage these risks may not be successful. In addition, we translate sales and other results denominated in foreign currencies into U.S. dollars for purposes of our consolidated financial statements. As a result, appreciation of the U.S. dollar against these foreign currencies generally will have a negative impact on our reported revenues and operating income, while depreciation of the U.S. dollar against these foreign currencies will generally have a positive effect on reported revenues and operating income. For fiscal years 2011, our reported financial results benefited from depreciation of the U.S. dollar against foreign currencies; whereas, during fiscal year 2012 and 2013, our reported financial results were adversely affected by appreciation of the U.S. dollar against foreign currencies. We generally do not hedge against our foreign currency exposure related to translations to U.S. dollars of our financial results denominated in foreign currencies.

A disruption in supply of raw materials or parts could impact our production and increase our costs.

Some of our significant suppliers have experienced weak financial condition in recent years that resulted in filing for protection under the bankruptcy laws. In addition, some of our significant suppliers are located in developing countries. We are dependent upon the ability of our suppliers to meet performance and quality specifications and delivery schedules. The inability of a supplier to meet these requirements, the loss of a significant supplier, or any labor issues or work stoppages at a significant supplier could disrupt the supply of raw materials and parts to our facilities and could have an adverse effect on us.

Work stoppages or similar difficulties could significantly disrupt our operations.

A work stoppage at one or more of our manufacturing facilities could have a material adverse effect on our business. In addition, if a significant customer were to experience a work stoppage, that customer could halt or limit purchases of our products, which could result in shutting down the related manufacturing facilities. Also, a significant disruption in the supply of a key component due to a work stoppage at one of our suppliers could result in shutting down manufacturing facilities, which could have a material adverse effect on our business.

Our international operations are subject to a number of risks.

We have a significant number of facilities and operations outside the United States, including investments and joint ventures in developing countries. During fiscal 2013, approximately 61 percent of our sales were generated outside of the United States. Our strategy to grow in emerging markets may put us at risk due to the risks inherent in operating in such markets. In particular, we have grown over an extended period of time, and intend as part of our strategy to continue to grow, in India and Brazil. Our international operations are subject to a number of risks inherent in operating abroad, including, but not limited to:

- risks with respect to currency exchange rate fluctuations (as more fully discussed above);

- risks to our liquidity if the European monetary union were to dissolve and we were unable to renegotiate European factoring agreements;

- local economic and political conditions;

- disruptions of capital and trading markets;



possible terrorist attacks or acts of aggression that could affect vehicle production or the availability of raw materials or supplies;

restrictive governmental actions (such as restrictions on transfer of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);

changes in legal or regulatory requirements;

import or export licensing requirements;

limitations on the repatriation of funds;

- high inflationary conditions;
- difficulty in obtaining distribution and support;
- nationalization;
- the laws and policies of the United States affecting trade, foreign investment and loans;
- the ability to attract and retain qualified personnel;
- tax laws; and
- labor disruptions.

There can be no assurance that these risks will not have a material adverse impact on our ability to increase or maintain our foreign sales or on our financial condition or results of operations.

A violation of the financial covenant in our senior secured credit facility could result in a default thereunder and could lead to an acceleration of our obligations under this facility and, potentially, other indebtedness.

Our ability to borrow under our existing financing arrangements depends on our compliance with covenants in the related agreements, and on our performance against covenants in our bank credit facility that require compliance with certain financial ratios as of the end of each fiscal quarter. To the extent that we are unable to maintain compliance with these requirements or to perform against the financial ratio covenants due to one or more of the various risk factors discussed herein or otherwise, our ability to borrow, and our liquidity, would be adversely impacted.

Availability under the revolving credit facility is subject to a collateral test, performed quarterly, pursuant to which borrowings on the revolving credit facility cannot exceed 1.0x the collateral test value. Availability under the revolving credit facility is also subject to certain financial covenants based on (i) the ratio of the company's priority debt (consisting principally of amounts outstanding under the revolving credit facility, term loan, U.S. accounts receivable securitization and factoring programs, and third-party non-working capital foreign debt) to EBITDA and (ii) the amount of annual capital expenditures. The company is required to maintain a total priority-debt-to-EBITDA ratio, as defined in the agreement, of (i) 2.25 to 1.00 as of the last day of each fiscal quarter commencing with the fiscal quarter ending on or about December 31, 2012 through and including the fiscal quarter ending on or about September 30, 2013, and (ii) 2.00 to 1.00 as of the last day of each fiscal quarter thereafter through maturity.

If an amendment or waiver is needed (in the event we do not meet one of these covenants) and not obtained, we would be in violation of that covenant, and the lenders would have the right to accelerate the obligations upon the vote of the lenders holding at least 111% of outstanding loans thereunder. A default under the senior secured credit facility could also constitute a default under our outstanding convertible notes as well as our U.S. receivables facility and could result in the acceleration of these obligations. In addition, a default under our senior secured credit facility could result in a cross-default or the acceleration of our payment obligations under other financing agreements. If our obligations under our senior secured credit facility and other financing arrangements are accelerated as described above, our assets and cash flow may be insufficient to fully repay these obligations, and the lenders under our senior secured credit facility could institute foreclosure proceedings against our assets.

Our strategic initiatives may be unsuccessful, may take longer than anticipated, or may result in unanticipated costs.

The success and timing of any future divestitures and acquisitions will depend on a variety of factors, many of which are not within our control. If we engage in acquisitions, we may finance these transactions by issuing additional debt or equity securities. The additional debt from any such acquisitions, if consummated, could increase our debt to

capitalization ratio. In addition, the ultimate benefit of any acquisition would depend on our ability to successfully integrate the acquired entity or assets into our existing business and to achieve any projected synergies. There is no assurance that the total costs and total cash costs associated with any current and future restructuring will not exceed our estimates, or that we will be able to achieve the intended benefits of these restructurings.

We are exposed to environmental, health and safety and product liabilities.

Our business is subject to liabilities with respect to environmental and health and safety matters. In addition, we are required to comply with federal, state, local and foreign laws and regulations governing the protection of the environment and health and safety, and we could be held liable for damages arising out of human exposure to hazardous substances or other environmental or natural resource damages. Environmental health and safety laws and regulations are complex, change frequently and tend to be increasingly stringent. As a result, our future costs to comply with such laws may increase significantly. There is also an inherent risk of exposure to warranty and product liability claims, as well as product recalls, in the commercial and automotive vehicle industry if our products fail to perform to specifications or are alleged to cause property damage, injury or death.

With respect to environmental liabilities, we have been designated as a potentially responsible party at nine Superfund sites (excluding sites as to which our records disclose no involvement or as to which our liability has been finally determined). In addition to the Superfund sites, various other lawsuits, claims and proceedings have been asserted against us alleging violations of federal, state and local and foreign environmental protection requirements or seeking remediation of alleged environmental impairments. We have established reserves for these liabilities when we determine that the company has a probable obligation and we can reasonably estimate it, but the process of estimating environmental liabilities is complex and dependent on evolving physical and scientific data at the site, uncertainties as to remedies and technologies to be used, and the outcome of discussions with regulatory agencies. The actual amount of costs or damages for which we may be held responsible could materially exceed our current estimates because of these and other uncertainties which make it difficult to predict actual costs accurately. In future periods, new laws and regulations, changes in remediation plans, advances in technology and additional information about the ultimate clean-up remedy could significantly change our estimates and have a material impact on our financial position and results of operations. Management cannot assess the possible effect of compliance with future requirements.

We are exposed to asbestos litigation liability.

One of our subsidiaries, Maremont Corporation, manufactured friction products containing asbestos from 1953 through 1977, when it sold its friction product business. We acquired Maremont in 1986. Maremont and many other companies are defendants in suits brought by individuals claiming personal injuries as a result of exposure to asbestos-containing products. We, along with many other companies, have also been named as a defendant in lawsuits alleging personal injury as a result of exposure to asbestos used in certain components of products of Rockwell International Corporation. Liability for these claims was transferred to us at the time of the spin-off of Rockwell's automotive business to Meritor in 1997.

The uncertainties of asbestos claim litigation, the outcome of litigation with insurance companies regarding the scope of coverage and the long-term solvency of our insurance carriers make it difficult to predict accurately the ultimate resolution of asbestos claims. The possibility of adverse rulings or new legislation affecting asbestos claim litigation or the settlement process increases that uncertainty. Although we have established reserves to address asbestos liability and corresponding receivables for recoveries from our insurance carriers, if our assumptions with respect to the nature of pending and future claims, the cost to resolve claims and the amount of available insurance prove to be incorrect, the actual amount of liability for asbestos-related claims, and the effect on us, could differ materially from our current estimates and, therefore, could have a material impact on our financial position and results of operations.

We are exposed to the rising cost of pension and other postretirement benefits.

The commercial vehicle industry, like other industries, continues to be impacted by the cost of pension and other postretirement benefits. In estimating our expected obligations under our pension and postretirement benefit plans, we make certain assumptions as to economic and demographic factors, such as discount rates, investment returns and

health care cost trends. If actual experience as to these factors is worse than our assumptions, our obligations could grow which could in turn increase the amount of mandatory contributions to these plans in the coming years. Our pension plans and other postretirement benefits are under funded by \$341 million and \$538 million, respectively, as of September 30, 2013.

Impairment in the carrying value of long-lived assets and goodwill could negatively affect our operating results and financial condition.

We have a significant amount of long-lived assets and goodwill on our consolidated balance sheet. Under generally accepted accounting principles, long-lived assets, excluding goodwill, are required to be reviewed for impairment whenever adverse events or changes in circumstances indicate a possible impairment. If business conditions or other factors cause our operating results and cash flows to decline, we may be required to record non-cash impairment charges. Goodwill must be evaluated for impairment at least annually. If the carrying value of our reporting units exceeds their current fair value the goodwill is considered impaired and is reduced to fair value via a non-cash charge to earnings. Events and conditions that could result in impairment in the value of

our long-lived assets and goodwill include changes in the industries in which we operate, particularly the impact of the current downturn in the global economy, as well as competition and advances in technology, adverse changes in the regulatory environment, or other factors leading to reduction in expected long-term sales or operating results. If the value of long-lived assets or goodwill is impaired, our earnings and financial condition could be adversely affected.

The value of our deferred tax assets could become impaired, which could materially and adversely affect our results of operations and financial condition.

In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740 "Income Taxes," each quarter we determine the probability of the realization of deferred tax assets, using significant judgments and estimates with respect to, among other things, historical operating results, expectations of future earnings and tax planning strategies. If we determine in the future that there is not sufficient positive evidence to support the valuation of these assets, due to the risk factors described herein or other factors, we may be required to adjust the valuation allowance to reduce our deferred tax assets. Such a reduction could result in material non-cash expenses in the period in which the valuation allowance is adjusted and could have a material adverse effect on our results of operations and financial condition. In addition, future changes in laws or regulations could have a material impact on the company's overall tax position.

Our overall effective tax rate is equal to our total tax expense as a percentage of our total earnings before tax. However, tax expenses and benefits are determined separately for each tax paying component (an individual entity) or group of entities that is consolidated for tax purposes in each jurisdiction. Losses in certain jurisdictions which have valuation allowances against their deferred tax assets provide no current financial statement tax benefit unless required under the intra-period allocation requirements of ASC Topic 740. As a result, changes in the mix of projected earnings between jurisdictions, among other factors, could have a significant impact on our overall effective tax rate.

Our unrecognized tax benefits recorded in accordance with FASB ASC Topic 740 could significantly change.

FASB ASC Topic 740, "Income Taxes," defines the confidence level that a tax position must meet in order to be recognized in the financial statements. This topic requires that the tax effects of a position be recognized only if it is "more-likely-than-not" to be sustained based solely on its technical merits as of the reporting date. The more-likely-than-not threshold represents a positive assertion by management that a company is entitled to the economic benefits of a tax position. If a tax position is not considered more-likely-than-not to be sustained based solely on its technical merits, no benefits of the position are to be recognized. Moreover, the more-likely-than-not threshold must continue to be met in each reporting period to support continued recognition of a benefit. In the event that the more-likely-than-not threshold is not met, we would be required to change the relevant tax position which could have an adverse effect on our results of operations and financial condition.

Restriction on use of tax attributes from tax law "ownership change"

Section 382 of the U.S. Internal Revenue Code of 1986, as amended, limits the ability of a corporation that undergoes an "ownership change" to use its tax attributes, such as net operating losses and tax credits. In general, an "ownership change" occurs if five percent shareholders (applying certain look-through rules) of an issuer's outstanding common stock, collectively, increase their ownership percentage by more than fifty percentage points within any three year period over such shareholders' lowest percentage ownership during this period. If we were to issue new shares of stock, such new shares could contribute to such an "ownership change" under U.S. tax law. Moreover, not every event that could contribute to such an "ownership change" is within our control. If an "ownership change" under Section 382 were to occur, our ability to utilize tax attributes in the future may be limited.

Assertions against us or our customers relating to intellectual property rights could materially impact our business.

Our industry is characterized by companies that hold large numbers of patents and other intellectual property rights and that vigorously pursue, protect and enforce intellectual property rights. From time to time, third parties may assert against us and our customers and distributors their patent and other intellectual property rights to technologies that are important to our business.

Claims that our products or technology infringe third-party intellectual property rights, regardless of their merit or resolution, are frequently costly to defend or settle and divert the efforts and attention of our management and technical personnel. In addition, many of our supply agreements require us to indemnify our customers and distributors from third-party infringement claims, which have in the past and may in the future require that we defend those claims and might require that we pay damages in the case of adverse rulings. Claims of this sort also could harm our relationships with our customers and might deter future customers from doing business with us. We do not know whether we will prevail in these proceedings given the complex technical issues and inherent uncertainties in intellectual property litigation. If any pending or future proceedings result in an adverse outcome, we could be required to:

• cease the manufacture, use or sale of the infringing products or technology;

• pay substantial damages for infringement;

• expend significant resources to develop non-infringing products or technology;

• license technology from the third-party claiming infringement, which license may not be available on commercially reasonable terms, or at all;

• enter into cross-licenses with our competitors, which could weaken our overall intellectual property portfolio;

• lose the opportunity to license our technology to others or to collect royalty payments based upon successful protection and assertion of our intellectual property against others;

• pay substantial damages to our customers or end users to discontinue use or replace infringing technology with non-infringing technology; or

• relinquish rights associated with one or more of our patent claims, if our claims are held invalid or otherwise unenforceable.

Any of the foregoing results could have a material adverse effect on our business, financial condition and results of operations.

We utilize a significant amount of intellectual property in our business. If we are unable to protect our intellectual property, our business could be adversely affected.

Our success depends in part upon our ability to protect our intellectual property. To accomplish this, we rely on a combination of intellectual property rights, including patents, trademarks and trade secrets, as well as customary contractual protections with our customers, distributors, employees and consultants, and through security measures to protect our trade secrets. We cannot guarantee that:

- any of our present or future patents will not lapse or be invalidated, circumvented, challenged, abandoned or, in the case of third-party patents licensed or sub-licensed to us, be licensed to others;

- any of our pending or future patent applications will be issued or have the coverage originally sought;

- our intellectual property rights will be enforced in jurisdictions where competition may be intense or where legal protection may be weak; or



any of the trademarks, trade secrets or other intellectual property rights that we presently employ in our business will not lapse or be invalidated, circumvented, challenged, abandoned or licensed to others.

In addition, we may not receive competitive advantages from the rights granted under our patents and other intellectual property rights. Our competitors may develop technologies that are similar or superior to our proprietary technologies, duplicate our proprietary technologies, or design around the patents we own or license. Our existing and future patents may be circumvented, blocked, licensed to others, or challenged as to inventorship, ownership, scope, validity or enforceability. Effective intellectual property protection may be unavailable or more limited in one or more relevant jurisdictions relative to those protections available in the United States, or may not be applied for in one or more relevant jurisdictions. If we pursue litigation to assert our intellectual property rights, an adverse decision in any of these legal actions could limit our ability to assert our intellectual property rights, limit the value of our technology or otherwise negatively impact our business, financial condition and results of operations.

We are a party to a number of patent and intellectual property license agreements. Some of these license agreements require us to make one-time or periodic payments. We may need to obtain additional licenses or renew existing license agreements in the future. We are unable to predict whether these license agreements can be obtained or renewed on acceptable terms.

We may be adversely affected by any disruption in our information technology systems.

Our operations are dependent upon our information technology systems, which encompass all of our major business functions. We rely upon such information technology systems to manage and replenish inventory, to fill and ship customer orders on a timely basis, to coordinate our sales activities across all of our products and services and to coordinate our administrative activities. A substantial disruption in our information technology systems for any prolonged time period could result in delays in receiving inventory and supplies or filling customer orders and adversely affect our customer service and relationships. Our systems might be damaged or interrupted by natural or man-made events (caused by us, by our service providers or others) or by computer viruses, physical or electronic break-ins and similar disruptions affecting the internet. Such delays, problems or costs could have a material effect on our business, financial condition and results of operations.

#### Item 1B. Unresolved Staff Comments.

None.

#### Item 2. Properties.

At September 30, 2013, our operating segments, including all consolidated joint ventures, had the following facilities in the United States, Europe, South America, Canada, Mexico and the Asia-Pacific region. For purposes of these numbers, multiple facilities in one geographic location are counted as one facility.

	Manufacturing Facilities	Engineering Facilities, Sales Offices, Warehouses and Service Centers
Commercial Truck & Industrial	20	19
Aftermarket & Trailer	8	8
Other	—	4
Total	28	31

These facilities had an aggregate floor space of approximately 8.9 million square feet, substantially all of which is in use. We owned approximately 62 percent and leased approximately 38 percent of this floor space. Substantially all of our owned domestic plants and equipment are subject to liens securing our obligations under our revolving credit facility with a group of banks (see Note 15 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data). In the opinion of management, our properties have been well maintained, are in sound operating condition and contain all equipment and facilities necessary to operate at present levels.

A summary of floor space of these facilities at September 30, 2013, (including new space under construction) is as follows:

Location	Owned Facilities			Leased Facilities			Total
	Commercial Truck &	Aftermarket & Trailer	Other	Commercial Truck &	Aftermarket & Trailer	Other	

Edgar Filing: MERITOR INC - Form 10-K

	Industrial		Industrial				
United States	2,029,291	432,037	417,800	383,404	470,327	—	3,732,859
Canada	—	—	—	—	300,484	—	300,484
Europe	1,870,150	68,326	—	528,076	35,613	19,749	2,521,914
Asia Pacific	173,155	—	—	840,728	87,883	—	1,101,766
Latin America	494,913	—	—	671,743	50,024	—	1,216,680
Total	4,567,509	500,363	417,800	2,423,951	944,331	19,749	8,873,703

Item 3. Legal Proceedings

See Note 19 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data for information with respect to three class action lawsuits filed against the company as a result of modifications made to its retiree medical benefits.

See Note 22 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data for information with respect to asbestos-related litigation.

See Item 1. Business, "Environmental Matters" and Note 22 of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data for information relating to environmental proceedings.

On October 5, 2006, Meritor Transmission Corporation and ZF Meritor LLC, a joint venture between a Meritor, Inc. subsidiary and ZF Friedrichshafen AG filed a lawsuit against Eaton Corporation in the United States District Court for the District of Delaware, alleging that Eaton had engaged in exclusionary, anticompetitive conduct in the markets for heavy-duty truck transmissions, in violation of the U.S. antitrust laws and seeking an injunction prohibiting Eaton from engaging in such anticompetitive conduct and monetary damages. On October 8, 2009, the jury found that Eaton engaged in conduct that violated the Sherman and Clayton antitrust acts in the sale and marketing of heavy-duty truck transmissions. The jury did not address the amount of damages. The district court denied Eaton's motion to overturn the jury verdict on March 10, 2011, awarded ZF Meritor zero dollars in damages on August 4, 2011, and issued a limited injunction, stayed pending appeal, against Eaton on August 19, 2011. The jury verdict, the district court's October 20, 2009 entry of judgment on the verdict, and other district court orders became the subject of consolidated appeals before the Third Circuit Court of Appeals. On June 26, 2012, the Third Circuit heard oral argument on the appeals. On September 28, 2012, the Third Circuit issued an opinion affirming that sufficient evidence supported the jury's finding that Eaton had engaged in anticompetitive conduct that injured Meritor and ZF Meritor. Further, the Circuit Court reversed the district court's order denying Meritor and ZF Meritor the opportunity to present certain evidence concerning damages, and remanded the case to the district court for further proceedings on damages. On October 26, 2012, the Third Circuit denied an Eaton petition for rehearing on the appeals. On February 25, 2013, Eaton petitioned the United States Supreme Court for a writ of certiorari seeking review of the Third Circuit's judgment. The Supreme Court denied Eaton's petition on April 29, 2013. The motions on damages are now fully briefed and pending before the district court.

On March 31, 2008, S&E Quick Lube, a filter distributor, filed suit in U.S. District Court for the District of Connecticut alleging that several filter manufacturers and their affiliated corporate entities, including a prior subsidiary of the company, engaged in a conspiracy to fix prices, rig bids and allocate U.S. customers for aftermarket automotive filters. This suit was a purported class action on behalf of direct purchasers of filters from the defendants. Several parallel purported class actions, including on behalf of indirect purchasers of filters, were filed by other plaintiffs in a variety of jurisdictions in the United States and Canada. The U.S. cases were consolidated into a multi-district litigation proceeding in Federal court for the Northern District of Illinois. On April 16, 2009, the Attorney General of the State of Florida filed a complaint with the U.S. District Court for the Northern District of Illinois based on these same allegations. In April 2012, the company settled with the U.S. indirect purchasers for \$3.1 million. In August 2012, the company entered into a settlement agreement for the remaining claims with the U.S. direct purchasers for \$8.3 million. During the fourth quarter of fiscal year 2013, the company settled with the remaining plaintiffs in the litigation actions in Canada for an immaterial amount. The issues in the litigation have been resolved.

Various other lawsuits, claims and proceedings have been or may be instituted or asserted against Meritor or our subsidiaries relating to the conduct of our business, including those pertaining to product liability, tax, warranty or recall claims, intellectual property, safety and health, contract and employment matters. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to Meritor, management believes, after consulting with Vernon G. Baker, II, Esq., Meritor's General Counsel, that the disposition of matters that are pending will not have a material effect on our business, financial condition or results of operations.

#### Item 4. Mine Safety Disclosures.

Not applicable.

#### Item 4A. Executive Officers of the Registrant.

The name, age, positions and offices held with Meritor and principal occupations and employment during the past five years of each of our executive officers as of November 20, 2013, are as follows:

Ivor J. Evans, 71 – Chairman of the Board, Chief Executive Officer and President since August 2013 and was Executive Chairman of the Board and Interim Chief Executive Officer and President from May 2013 until August 2013. Mr. Evans has been a director since May 2005. He served as Vice Chairman of Union Pacific Corporation from January 2004 until his retirement in March 2005, and served as a member of the Union Pacific board of directors from 1999 to 2005. He had served as President and

25

---

Chief Operating Officer of Union Pacific Railroad from 1998 until January 2004. From 1989 to 1998, he served in various executive positions at Emerson Electric Company (technology and engineering applications), including Senior Vice President, Industrial Components and Equipment. Prior to that, he was President of Blackstone Corp. (automotive components and systems) from 1985 to 1989 and, prior to that, spent 21 years serving in key operations roles for General Motors Corporation (automotive).

Vernon G. Baker, II, 60 – Senior Vice President and General Counsel since July 2000.

Kevin Nowlan, 41 – Senior Vice President and Chief Financial Officer since April 2013. Vice President and Chief Financial officer from February 2013 until May 2013. Controller of Meritor from December 2010 to February 2013 and Treasurer of Meritor from July 2009 until his appointment as Controller. From 2008 to 2009, served as Assistant Treasurer of Meritor and from 2007 to 2008 served as Vice President of Shared Services of Meritor. Prior to that, director of Capital Planning for General Motors Acceptance Corp. (“GMAC”) from 2006 to 2007 and worked in various roles at GMAC and General Motors Company since 1995.

Jeffrey A. Craig, 53 – Senior Vice President and President of Commercial Truck and Industrial since February 2013. Senior Vice President and Chief Financial Officer from January 2009 to January 2013. Acting Controller from May 2008 to January 2009. Senior Vice President and Controller from July 2007 to May 2008. Vice President and Controller of Meritor from May 2006 to July 2007; and President and Chief Executive Officer of GMAC Commercial Finance (commercial lending business) from 2001 to May 2006.

Pedro N. Ferro, 54, – Senior Vice President and President, Aftermarket & Trailer, from January 2013. Vice President and President, Aftermarket & Trailer from November 2012 to January 2013. Vice President and President, Industrial, from July 2011 to November 2012 and Vice President and General Manager, Specialty, Brakes and Emissions from 2001 until 2007. President, Commercial Vehicle Undercarriage for The Marmon Group, a division of Berkshire Hathaway, from 2008 until 2011 and from 2007 until 2008 President, Webb Wheels Products Inc. for The Marmon Group.

Barbara G. Novak, 51 – Vice President and Secretary since January 2008. Senior Counsel, Securities of TRW Automotive Holdings Corp. (automotive) from 2002 to 2007.

There are no family relationships, as defined in Item 401 of Regulation S-K, between any of the above executive officers and any director, executive officer or person nominated to become a director or executive officer. No officer of Meritor was selected pursuant to any arrangement or understanding between him or her and any person other than Meritor. All executive officers are elected annually.

## PART II

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

Meritor's common stock, par value \$1 per share ("Common Stock"), is listed on the New York Stock Exchange ("NYSE") and trades under the symbol "MTOR." Prior to March 30, 2011, the Common Stock traded under the symbol "ARM". On November 14, 2013, there were 18,660 shareowners of record of Meritor's Common Stock.

The high and low sale prices per share of Meritor Common Stock for each quarter of fiscal years 2013 and 2012 were as follows:

Quarter Ended	Fiscal Year 2013		Fiscal Year 2012	
	High	Low	High	Low
December 31	\$4.93	\$3.94	\$10.31	\$4.80
March 31	5.55	4.19	8.74	5.49
June 30	7.42	4.34	8.30	4.78
September 30	8.40	6.77	5.60	3.98

There were no dividends declared and paid in fiscal year 2012 or in fiscal year 2013. Our payment of cash dividends and the amount of the dividend are subject to review and change at the discretion of our Board of Directors.

See Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters for information on securities authorized for issuance under equity compensation plans.

## Issuer repurchases

The independent trustee of our 401(k) plans purchases shares in the open market to fund investments by employees in our common stock, one of the investment options available under such plans, and any matching contributions in company stock we provide under certain of such plans. In addition, our stock incentive plans permit payment of an option exercise price by means of cashless exercise through a broker and permit the satisfaction of the minimum statutory tax obligations upon exercise of options and the vesting of restricted stock units through stock withholding. However, the company does not believe such purchases or transactions are issuer repurchases for the purposes of this Item 5 of this Report on Form 10-K. In addition, our stock incentive plans also permit the satisfaction of tax obligations upon the vesting of restricted stock through stock withholding. There were no shares withheld in the fourth quarter of fiscal year 2013.

Shareowner Return Performance Presentation

The line graph below compares the cumulative total shareowner return of the S&P 500, Meritor, Inc. and the peer group of companies for the period from September 30, 2008 to September 30, 2013, assuming a fixed investment of \$100 at the respective closing prices on the last day of each fiscal year and reinvestment of cash dividends.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Meritor, Inc., the S&P 500 Index, and the Peer Group

\*\$100 invested on 9/30/08 in stock or index, including reinvestment of dividends.

Fiscal year ending September 30.

Copyright© 2013 S&P, a division of The McGraw-Hill Companies Inc. All rights reserved.

	9/08	9/09	9/10	9/11	9/12	9/13
Meritor, Inc.	100.00	62.22	123.65	56.18	33.74	62.54
S&P 500	100.00	93.09	102.55	103.72	135.05	161.17
Peer Group <sup>(1)</sup>	100.00	95.11	189.98	168.89	198.02	298.36

The peer group consists of representative commercial vehicle suppliers of approximately comparable products to Meritor as Meritor believes is appropriate for comparing shareowner return given Meritor's transformed business <sup>(1)</sup> as discussed above. The peer group consists of Accuride Corporation, Commercial Vehicle Group, Inc., Cummins Inc., Dana Holding Corporation, Haldex AB, Modine Manufacturing Company, SAF-Holland SA, Stoneridge, Inc., and Wabco Holdings Inc.

The information included under the heading "Shareowner Return Performance Presentation" is not to be treated as "soliciting material" or as "filed" with the SEC, and is not incorporated by reference into any filing by the company under the Securities Act of 1933 or the Securities Exchange Act of 1934 that is made on, before or after the date of filing of this Annual Report on Form 10-K.



## Item 6. Selected Financial Data.

The following sets forth selected consolidated financial data. The data should be read in conjunction with the information included under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data below.

	Year Ended September 30,				
	2013	2012	2011	2010	2009
	(in millions, except per share amounts)				
<b>SUMMARY OF OPERATIONS</b>					
Sales					
Commercial Truck & Industrial	\$2,920	\$3,613	\$3,828	\$2,826	\$2,370
Aftermarket & Trailer	898	937	949	867	865
Intersegment Sales	(117 )	(132 )	(155 )	(163 )	(215 )
Total Sales	\$3,701	\$4,418	\$4,622	\$3,530	\$3,020
Operating Income					
Income (Loss) Before Income Taxes	\$126	\$173	\$174	\$132	\$26
Net Income Attributable to Noncontrolling Interests	45	137	159	76	(52 )
Net Income (Loss) Attributable to Meritor, Inc.:	(2 )	(11 )	(17 )	(14 )	(12 )
Income (Loss) from Continuing Operations	(\$20 )	\$70	\$65	\$14	(\$729 )
Loss from Discontinued Operations	(2 )	(18 )	(2 )	(2 )	(459 )
Net Income (Loss)	\$(22 )	\$52	\$63	\$12	\$(1,188 )
<b>BASIC EARNINGS (LOSS) PER SHARE</b>					
Continuing Operations	\$(0.20 )	\$0.73	\$0.69	\$0.16	\$(10.05 )
Discontinued Operations	(0.02 )	(0.19 )	(0.02 )	(0.02 )	(6.34 )
Basic Earnings (Loss) per Share	\$(0.22 )	\$0.54	\$0.67	\$0.14	\$(16.39 )
<b>DILUTED EARNINGS (LOSS) PER SHARE</b>					
Continuing Operations	\$(0.20 )	\$0.72	\$0.67	\$0.16	\$(10.05 )
Discontinued Operations	(0.02 )	(0.18 )	(0.02 )	(0.02 )	(6.34 )
Diluted Earnings (Loss) per Share	\$(0.22 )	\$0.54	\$0.65	\$0.14	\$(16.39 )
Cash Dividends per Share	\$—	\$—	\$—	\$—	\$0.10
<b>FINANCIAL POSITION AT SEPTEMBER 30</b>					
Total Assets	\$2,570	\$2,501	\$2,663	\$2,879	\$2,505
Short-term Debt	13	18	84	—	97
Long-term Debt	1,125	1,042	950	1,029	995

Edgar Filing: MERITOR INC - Form 10-K

Income (loss) from continuing operations attributable to Meritor, Inc. in the selected financial data information presented above includes the following items specific to the period of occurrence (in millions):

	Year Ended September 30,				
	2013	2012	2011	2010	2009
Pretax items:					
Restructuring costs	\$(26 )	\$(39 )	\$(22 )	\$(6 )	\$(60 )
Asset impairment charges	—	—	—	—	(14 )
Environmental remediation charges	(3 )	(4 )	(2 )	(6 )	(1 )
Pension settlement losses	(109 )	—	—	—	—
Gain on sale of equity investment	125	—	—	—	—
Specific warranty contingency, net of supplier recovery	(7 )	—	—	—	—
Loss on debt extinguishment	(19 )	—	—	—	—
Impact of pension plan freeze	—	—	—	7	—
Gain on sale of property	—	16	—	—	—
Asbestos-related liability remeasurement	(7 )	(18 )	—	—	—
Non-operating gains, net	3	7	10	2	—
After tax items:	—	—	—	—	—
Deferred tax asset valuation allowance benefit (expense)	—	—	—	9	(644 )

Loss from discontinued operations attributable to Meritor, Inc. in the selected financial data information presented above includes the following items specific to the period of occurrence (in millions):

	Year Ended September 30,				
	2013	2012	2011	2010	2009
Pretax items:					
Gain (loss) on divestitures of businesses, net	\$—	\$(1 )	\$19	\$5	\$(10 )
Restructuring costs	—	(1 )	(9 )	(6 )	(41 )
Asset impairment charges	—	—	—	(2 )	(265 )
Charge for contingency and indemnity obligation	—	(10 )	(4 )	—	(28 )

Item 7. Management's Discussion and Analysis of Financial Conditions and Results of Operations.

Overview

Meritor, Inc. (the "company" or "Meritor"), headquartered in Troy, Michigan, is a premier global supplier of a broad range of integrated systems, modules and components to original equipment manufacturers ("OEMs") and the aftermarket for the commercial vehicle, transportation and industrial sectors. The company serves commercial truck, trailer, off-highway, military, bus and coach and other industrial OEMs and certain aftermarkets. Meritor common stock is traded on the New York Stock Exchange under the ticker symbol MTOR.

On November 12, 2012, we announced a revised management reporting structure resulting in two business segments: (1) Commercial Truck & Industrial and (2) Aftermarket & Trailer. We revised our reporting structure to drive efficiencies across the corporation. Prior period segment financial information has been recast to reflect the revised reporting structure.

Our sales for fiscal year 2013 were \$3,701 million, down compared to \$4,418 million in the prior year. We experienced lower sales driven primarily by lower production volumes in most regions in which we operate. Loss from continuing operations in fiscal year 2013 was \$20 million, or \$0.20 per diluted share, compared to income from continuing operations of \$70 million, or \$0.72 per diluted share, in the prior year. Net loss for the year ended September 30, 2013 was \$22 million compared to net income of \$52 million in the prior year. The decrease in net income is primarily due to lower sales. Also impacting fiscal 2013 net loss are non-cash pension settlement losses of \$109 million (\$100 million, after-tax) and a gain of \$125 million pre-tax (\$92 million, after-tax) associated with the sale of our ownership interest in an unconsolidated joint venture.

Adjusted EBITDA (see Non-GAAP Financial Measures below) for the fiscal year ended September 30, 2013 was \$261 million compared to \$345 million in fiscal year 2012. Our Adjusted EBITDA margin in fiscal year 2013 was 7.1 percent compared to 7.8 percent in the same period a year ago. Adjusted EBITDA and Adjusted EBITDA margin decreased compared to the prior year primarily as a result of lower sales, lower earnings from our unconsolidated joint ventures, and unfavorable impact of foreign currency movements in fiscal year 2013 partially offset by lower material and structural costs and certain pricing actions.

Cash flows used for operating activities were \$96 million in fiscal year 2013 compared to cash flows provided by operating activities of \$77 million in the prior fiscal year. The cash outflow in operating activities in fiscal year 2013 was primarily due to an increase in working capital, higher pension contributions and lower earnings.

Offering of New Convertible Notes and Repurchase

On December 4, 2012, we completed an offering of \$250 million aggregate principal amount at maturity of 7.875 percent convertible senior notes due 2026. We used the net proceeds of approximately \$220 million from the offering and additional cash to acquire a portion of our outstanding 4.625 percent convertible senior notes due 2026 in a transaction that settled concurrently with the closing of the 7.875 percent note offering. Approximately \$245 million of \$300 million principal amount of the 4.625 percent notes were acquired for an aggregate purchase price of approximately \$236 million (including accrued interest). These transactions resulted in a net loss of \$5 million.

Debt Offering of New Notes and Repurchase

On May 31, 2013, we completed an offer of \$275 million aggregate principal at maturity of 6.75 percent senior notes due June 15, 2021. We used the proceeds of the 6.75 percent senior notes offering primarily to complete a cash tender offer for the repurchase of \$167 million of our \$250 million 8.125 percent notes due in 2015. The balance of the proceeds were used for general corporate purposes, including repayment of other debt, and pension funding. The issuance and cash purchase transactions resulted in a net loss of \$19 million.

Canadian Pension Settlement and U.S. Plan Lump-sum Actions

During the third quarter of fiscal year 2013, we settled five of our Canadian pension plans via lump-sum payments out of plan assets to participants and annuity contract purchases with an insurance company. We recognized a pre-tax settlement loss of approximately \$36 million associated with the annuity purchase and lump-sum actions. In

accordance with settlement accounting, \$68 million of benefit obligations and \$72 million of pension plan assets associated with the actions were derecognized during the quarter ended June 30, 2013.

In June 2013, we announced a special election window to offer voluntary lump-sum pension payouts to eligible terminated vested participants with an accrued benefit in the U.S. Retirement Plan that, if accepted, would settle our obligation to them. The program provided participants with a one-time choice of electing to receive a lump-sum settlement of their remaining pension benefit. Lump-sum distributions under this election window were paid in September 2013. We recognized a \$73 million non-cash settlement loss during the fourth quarter of fiscal year 2013 associated with these payouts. In addition, pension plan assets and pension benefit obligations of \$157 million and \$178 million, respectively, were derecognized as a result of the U.S. lump-sum settlements.

#### Sale of Ownership Interest in Suspensys Sistemas Automotivos LTDA

On July 30, 2013, subsidiaries of Meritor completed the sale of our overall 50 percent ownership equity interest in Suspensys Sistemas Automotivos LTDA (the “Suspensys JV”) to our joint venture partner, Randon S.A. Implementos E Participações (“Randon”). The Suspensys JV was formed in 2002 and is primarily engaged in the manufacture and sale of air and mechanical suspension systems for trucks, buses and trailers, trailer axles, third axles, hubs and drums for trucks, buses and trailers. The purchase price for the sale was \$195 million, which was composed of \$190 million in cash (approximately \$4 million of which was in the form of a pre-closing cash dividend) and \$5 million in lease abatements for a facility in Brazil leased to the company from the Suspensys JV. The sale was completed pursuant to a Purchase and Sale Agreement dated as of April 29, 2013. We recognized a \$125 million pre-tax (\$92 million, after-tax) gain associated with this sale.

#### Restructuring Actions:

In fiscal year 2013, we executed multiple restructuring actions in our business.

**Segment Reorganization and Asia Pacific Realignment:** On November 12, 2012, we announced a revised management reporting structure resulting in two business segments to drive efficiencies. On January 8, 2013, we announced restructuring actions related to the business segment rationalization. On March 26, 2013, we announced plans to consolidate our operations in China by transferring manufacturing operations to our majority owned off-highway joint venture facility and closing our facility in Wuxi, China.

**Variable Labor Reductions:** We executed a global variable labor headcount reduction plan intended to reduce labor and other costs in response to market conditions.

**Remanufacturing Consolidation:** During the first quarter of fiscal year 2013, we announced the planned consolidation of remanufacturing operations in the Aftermarket & Trailer segment resulting in the closure of one remanufacturing plant in Canada.

**M2016 Footprint Actions:** As part of our recently announced M2016 Strategy, a three-year plan to achieve sustainable financial strength, we approved a North American footprint realignment action and a European Shared Services Reorganization, which will be executed over the next twelve months.

We recognized restructuring costs of \$26 million in fiscal year 2013 related to the above restructuring actions.

#### Trends and Uncertainties

#### Industry Production Volumes

The following table reflects estimated commercial truck production volumes for selected original equipment (OE) markets based on available sources and management’s estimates.

	Year Ended September 30,				
	2013	2012	2011	2010	2009
Estimated Commercial Truck production (in thousands):					
North America, Heavy-Duty Trucks	244	296	224	146	129
North America, Medium-Duty Trucks	197	182	159	114	101
Western Europe, Heavy- and Medium-Duty Trucks	354	387	407	266	252
South America, Heavy- and Medium- Duty Trucks	186	165	204	179	118



During fiscal year 2014, we expect a slight increase in production volumes in North America compared to the levels experienced in fiscal year 2013. We anticipate a slight decrease in production volumes in South America resulting from continued economic uncertainty during fiscal year 2014. During fiscal year 2014, production volumes in Europe are expected to ramp up in the first quarter of fiscal year 2014 in advance of the new commercial truck emission standard requirements, with a decline in production expected in the remainder of the year. Production volumes in the Asia-Pacific region, more specifically China, are expected to remain unchanged during fiscal year 2014 compared to levels experienced in fiscal year 2013. We expect the market in India to be down another 8% in fiscal year 2014 given the current economic climate. There is no certainty as to if and when these volumes in the Asia-Pacific region a return to the levels previously experienced in 2011.

Sales for our primary military program were at their peak during the third quarter of fiscal year 2012 and began to wind down beginning in fiscal year 2013 and is scheduled to terminate by the end of fiscal year 2014. We are working to secure our participation in new military programs with various OEMs. However, failure to secure new military contracts could have a longer-term negative impact on our Commercial Truck and Industrial Segment. In addition, even if sales of our military programs do return to historic levels, the levels of profitability on these sales could be lower than what we have recognized in recent periods.

#### Industry-Wide Issues

Our business continues to address a number of other challenging industry-wide issues including the following:

• Uncertainty around the global market outlook;

- Volatility in price and availability of steel, components and other commodities;

• Disruptions in the financial markets and their impact on the availability and cost of credit;

• Higher energy and transportation costs;

• Impact of currency exchange rate volatility;

• Consolidation and globalization of OEMs and their suppliers; and

• Significant pension and retiree medical health care costs.

#### Other

Other significant factors that could affect our results and liquidity in fiscal year 2014 and beyond include:

• Significant contract awards or losses of existing contracts or failure to negotiate acceptable terms in contract renewals (including, without limitation, negotiations with our largest customer, Volvo, which are ongoing regarding our contract with Volvo covering axle supply in Europe, South America and Australia, which is scheduled to expire in October 2014);

• Failure to obtain new business;

• Failure to secure new military contracts as our primary military programs winds down;

• Ability to manage possible adverse effects on our European operations, or financing arrangements related thereto, in the event one or more countries exit the European monetary union;

• Ability to work with our customers to manage rapidly changing production volumes;

• Ability to recover and timing of recovery of steel price and other cost increases from our customers;

• Any unplanned extended shutdowns or production interruptions by us, our customers or our suppliers;

• A significant deterioration or slowdown in economic activity in the key markets in which we operate;

• Higher than planned price reductions to our customers;

• Potential price increases from our suppliers;

• Additional restructuring actions and the timing and recognition of restructuring charges;

• Higher than planned warranty expenses, including the outcome of known or potential recall campaigns;

• Our ability to implement planned productivity, cost reduction, and other margin improvement initiatives;

- Uncertainties of asbestos claim litigation and the outcome of litigation with insurance companies regarding the scope of coverage and the long-term solvency of our insurance carriers; and
- Restrictive government actions by foreign countries (such as restrictions on transfer of funds and trade protection measures, including export duties and quotas and customs duties and tariffs).

## NON-GAAP FINANCIAL MEASURES

In addition to the results reported in accordance with accounting principles generally accepted in the United States (GAAP), we have provided information regarding non-GAAP financial measures. These non-GAAP financial measures include Adjusted income (loss) from continuing operations and Adjusted diluted earnings (loss) per share from continuing operations, Adjusted EBITDA, Adjusted EBITDA margin, Free cash flow, Free cash flow from continuing operations before restructuring payments and Net debt including retirement liabilities.

Adjusted income (loss) from continuing operations and Adjusted diluted earnings (loss) per share from continuing operations are defined as reported income or loss from continuing operations and reported diluted earnings or loss per share from continuing operations before restructuring expenses, asset impairment charges and other special items as determined by management. Adjusted EBITDA is defined as income (loss) from continuing operations before interest, income taxes, depreciation and amortization, non-controlling interests in consolidated joint ventures, loss on sale of receivables, restructuring expenses, asset impairment charges and other special items as determined by management. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by consolidated sales. Free cash flow is defined as cash flows provided by (used for) operating activities less capital expenditures. Net debt including retirement liabilities is defined as total debt plus pension assets, pension liability, retiree medical liability and other retirement benefits less cash and cash equivalents.

Management believes Adjusted EBITDA and Adjusted income (loss) from continuing operations are meaningful measures of performance as they are commonly utilized by management and investors to analyze ongoing operating performance and entity valuation. Management, the investment community and banking institutions routinely use Adjusted EBITDA and Adjusted EBITDA margin, together with other measures, to measure operating performance in our industry. Further, management uses Adjusted EBITDA for planning and forecasting future periods. In addition, we use Segment EBITDA as the primary basis to evaluate the performance of each of our reportable segments. Management believes that Free cash flow and Free cash flow from continuing operations before restructuring are useful in analyzing our ability to service and repay debt. Net debt including retirement liabilities is a specific financial measure which is part of our three-year plan, M2016, to reduce debt and other balance sheet liabilities.

Adjusted income (loss) from continuing operations and Adjusted diluted earnings (loss) per share from continuing operations and Adjusted EBITDA should not be considered a substitute for the reported results prepared in accordance with GAAP and should not be considered as an alternative to net income as an indicator of our operating performance or to cash flows as a measure of liquidity. Free cash flow and Free cash flow from continuing operations before restructuring should not be considered a substitute for cash provided by (used for) operating activities, or other cash flow statement data prepared in accordance with GAAP, or as a measure of financial position or liquidity. In addition, these non-GAAP cash flow measures do not reflect cash used to service debt or cash received from the divestitures of businesses or sales of other assets and thus do not reflect funds available for investment or other discretionary uses. These non-GAAP financial measures, as determined and presented by the company, may not be comparable to related or similarly titled measures reported by other companies. Net debt should not be considered a substitute for total debt as reported on the balance sheet. Set forth below are reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with GAAP.





Income (loss) from continuing operations and diluted earnings (loss) per share are reconciled to Adjusted income from continuing operations and Adjusted diluted earnings per share below (in millions, except per share amounts).

	Year Ended September 30,			
	2013	2012	2011	
Diluted earnings (loss) per share from continuing operations	2013	2012	2011	
Income (loss) from continuing operations	\$(20	) \$70	\$65	
Restructuring costs, net of tax	25	39	22	
Gain on sale of property	—	(16	) —	
Specific warranty contingency, net of supplier recovery	7	—	—	
Pension settlement losses, net of tax	100	—	—	
Asbestos-related liability remeasurement	—	18	—	
Gain on sale of equity investment, net of tax	(92	) —	—	
Gain on settlement of note receivable	—	—	(5	)
Loss on debt extinguishment	19	—	—	
Adjusted income from continuing operations	\$39	\$111	\$82	
Diluted earnings (loss) per share from continuing operations	\$(0.20	) \$0.72	\$0.67	
Impact of adjustments on diluted earnings per share	0.60	0.42	0.18	
Adjusted diluted earnings per share from continuing operations	\$0.40	\$1.14	\$0.85	

Free cash flow and Free cash flow from continuing operations before restructuring payments are reconciled to cash flows provided by (used for) operating activities below (in millions).

	Year Ended September 30,			
	2013	2012	2011	
Cash provided by (used for) operating activities — continuing operations	\$(81	) \$89	\$98	
Capital expenditures – continuing operations	(54	) (89	) (105	)
Free cash flow – continuing operations	(135	) —	(7	)
Cash used for operating activities – discontinued operations	(15	) (12	) (57	)
Capital expenditures – discontinued operations	—	—	(6	)
Free cash flow – discontinued operations	(15	) (12	) (63	)
Free cash flow – total company	\$(150	) \$(12	) \$(70	)
Free cash flow – continuing operations	\$(135	) \$—	\$(7	)
Restructuring payments – continuing operations	26	22	13	
Free cash flow from continuing operations before restructuring payments	\$(109	) \$22	\$6	

Net debt, including retirement liabilities, is reconciled to total debt (in millions).

	September 30,		
	2013	2012	
Short-term debt	\$13	\$18	
Long-term debt	1,125	1,042	
Total debt	1,138	1,060	
Pension assets - non-current	(55	) (11	)
Pension liability - current	9	8	
Pension liability - non-current	387	532	
Pension liability	341	529	
Retiree medical liability - current	37	40	
Retiree medical liability - non-current	476	519	
Retiree medical liability	513	559	
Other retirement benefits - current	2	—	
Other retirement benefits - non-current	23	24	
Subtotal	2,017	2,172	
Less: Cash and cash equivalents	(318	) (257	)
Net debt, including retirement liabilities	\$1,699	\$1,915	

Adjusted EBITDA is reconciled to net income attributable to Meritor, Inc. in “Results of Operations” below.

## Results of Operations

The following is a summary of our financial results for the last three fiscal years.

	Year Ended September 30,		
	2013	2012	2011
	(in millions, except per share amounts)		
Sales:			
Commercial Truck & Industrial	\$2,920	\$3,613	\$3,828
Aftermarket & Trailer	898	937	949
Intersegment Sales	(117	) (132	) (155
SALES	\$3,701	\$4,418	\$4,622
SEGMENT EBITDA:			
Commercial Truck & Industrial	\$192	\$270	\$260
Aftermarket & Trailer	84	81	98
SEGMENT EBITDA	276	351	358
Unallocated legacy and corporate costs, net <sup>(1)</sup>	(15	) (6	) (11
ADJUSTED EBITDA	261	345	347
Interest expense, net	(126	) (95	) (95
Provision for income taxes	(63	) (56	) (77
Depreciation and amortization	(67	) (63	) (66
Restructuring costs	(26	) (39	) (22
Loss on sale of receivables	(6	) (9	) (10
Pension settlement losses	(109	) —	—
Gain on sale of equity investment	125	—	—
Specific warranty contingency, net of supplier recovery	(7	) —	—
Gain on sale of property	—	16	—
Asbestos-related liability remeasurement	—	(18	) —
Other, net	—	—	5
Noncontrolling interests	(2	) (11	) (17
INCOME (LOSS) FROM CONTINUING OPERATIONS, attributable to Meritor, Inc.	(20	) 70	65
LOSS FROM DISCONTINUED OPERATIONS, net of tax, attributable to Meritor, Inc.	(2	) (18	) (2
NET INCOME (LOSS) attributable to Meritor, Inc.	\$(22	) \$52	\$63
DILUTED EARNINGS (LOSS) PER SHARE, attributable to Meritor, Inc.			
Continuing operations	\$(0.20	) \$0.72	\$0.67
Discontinued operations	(0.02	) (0.18	) (0.02
Diluted earnings (loss) per share	\$(0.22	) \$0.54	\$0.65
DILUTED AVERAGE COMMON SHARES OUTSTANDING	97.1	97.2	96.9

<sup>(1)</sup> Unallocated legacy and corporate costs, net represents items that are not directly related to our business segments. These costs primarily include pension and retiree medical costs associated with recently sold businesses and other legacy costs for environmental and product liability. In addition, unallocated legacy and corporate costs, net for the fiscal year 2013 includes \$7 million of asbestos-related liability remeasurement and \$4 million of executive

severance related to the termination of employment of the company's former Chief Executive Officer.

## Fiscal Year 2013 Compared to Fiscal Year 2012

## Sales

The following table reflects total company and business segment sales for fiscal years 2013 and 2012. The reconciliation is intended to reflect the trend in business segment sales and to illustrate the impact that changes in foreign currency exchange rates, volumes and other factors had on sales. Business segment sales include intersegment sales (in millions).

	2013	2012	Dollar Change	% Change	Dollar Change Due To Currency	Volume / Other
Sales:						
Commercial Truck & Industrial	\$2,920	\$3,613	\$(693 )	(19 )%	\$(47 )	\$(646 )
Aftermarket & Trailer	898	937	(39 )	(4 )%	3	(42 )
Intersegment Sales	(117 )	(132 )	15	(11 )%	(2 )	17
TOTAL SALES	\$3,701	\$4,418	\$(717 )	(16 )%	\$(46 )	\$(671 )

Commercial Truck & Industrial sales were \$2,920 million in fiscal year 2013, down 19 percent from fiscal year 2012, primarily reflecting lower commercial truck production globally. North American industry-wide production volumes for heavy-duty trucks decreased 18 percent in fiscal year 2013 as compared to the prior year. Industry-wide production volumes in Europe were down 8 percent. Our sales in China and India declined 46% and 41%, respectively, as production declined sharply in these regions. In addition, our military business decreased due to the step down in FMTV production. Industry-wide production volumes for South America increased 13%. However, the favorable impact of production volumes in this region were largely offset by the depreciation of the Brazilian Real.

Aftermarket & Trailer sales were \$898 million in fiscal year 2013, down 4 percent from fiscal year 2012. The decrease in sales is primarily due to lower sales of core aftermarket replacement products, primarily in North America partially offset by pricing actions in our Aftermarket business.

## Cost of Sales and Gross Profit

Cost of sales primarily represents materials, labor and overhead production costs associated with the company's products and production facilities. Cost of sales for the fiscal year ended September 30, 2013 was \$3,308 million compared to \$3,933 million in the prior year, representing a decrease of 16 percent. The decrease in costs of sales is primarily due to lower sales volumes which is discussed above.

Total cost of sales was approximately 89.4 percent of sales for the fiscal year ended September 30, 2013 compared to approximately 89.0 percent for the prior fiscal year.

The following table summarizes significant factors contributing to the changes in costs of sales during fiscal year 2013 compared to the prior fiscal year (in millions):

	Cost of Sales
Fiscal year ended September 30, 2012	\$3,933
Volumes, mix and other, net	(588 )
Foreign exchange	(37 )
Fiscal year ended September 30, 2013	\$3,308



Changes in the components of cost of sales year over year are summarized as follows (in millions):

Lower material costs	\$(587	)
Lower labor and overhead costs	(53	)
Other, net	15	
Total decrease in costs of sales	\$(625	)

Material costs represent the majority of our cost of sales and include raw materials, composed primarily of steel and purchased components. Material costs decreased by \$587 million compared to the prior year primarily as a result of lower sales and lower material cost attributable to net material savings. In addition, global steel prices were lower in the fiscal year 2013 as compared to fiscal year 2012.

Labor and overhead costs decreased by \$53 million compared to the prior year. The decrease was primarily due to lower sales in the fiscal year 2013 and savings associated with the variable labor cost reductions as part of our continuous improvement initiatives partially offset by a \$7 million specific warranty contingency charge, net of supplier recovery, related to a non-safety, product performance issue recognized in fiscal year 2013.

Other, net increased by \$15 million compared to the same period in the prior year. The increase was primarily due to higher currency losses in our operations compared to the prior year.

As a result of the above, gross profit for the fiscal year ended September 30, 2013 was \$393 million compared to \$485 million in the same period last year. Gross margins decreased to 10.6 percent for the fiscal year ended September 30, 2013 compared to 11.0 percent last fiscal year.

#### Other Income Statement Items

Selling, general and administrative expenses (SG&A) for fiscal years 2013 and 2012 are summarized as follows (in millions):

	2013		2012		Increase (Decrease)	
	Amount	% of sales	Amount	% of sales		
SG&A						
Loss on sale of receivables	\$6	0.2	% \$9	0.2	%	\$(3 ) —
Short- and long-term variable compensation	20	0.5	% 23	0.6	%	(3 ) (0.1) pts
Charge for legal contingency	—	—	% 6	0.1	%	(6 ) (0.1) pts
Asbestos-related liability remeasurement	7	0.2	% 18	0.4	%	(11 ) (0.2) pts
Executive severance	4	0.1	% —	—	%	4 0.1 pts
All other SG&A	217	5.9	% 229	5.2	%	(12 ) 0.7 pts
Total SG&A	\$254	6.9	% \$285	6.5	%	\$(31 ) 0.4 pts

All other SG&A represents normal selling, general and administrative expense and declined approximately 5 percent year over year primarily due to cost reduction related to headcount actions executed in fiscal year 2013. The increase in total SG&A as a percentage of sales compared to the fiscal year 2012 was due to lower sales in the current year.

Pension settlement losses of \$109 million were recognized during the fiscal year ended 2013. During the third quarter ended June 30, 2013, we recognized \$36 million loss associated with the settlement of certain Canadian pension plans. In addition, we recognized a \$73 million settlement loss in the fourth quarter of fiscal year 2013 associated with our U.S. retirement plan lump-sum payouts.



Restructuring costs were \$26 million in fiscal year 2013 compared to \$39 million in fiscal year 2012. Our Commercial Truck & Industrial segment recognized \$17 million of restructuring costs in the fiscal year 2013 primarily related to employee severance costs and a lease termination. Our Aftermarket & Trailer segment recognized \$6 million of restructuring costs during the fiscal year 2013 primarily related to employee severance costs. In addition, we recognized \$3 million of restructuring costs at our corporate locations associated with our segment reorganization.

Restructuring costs in the fiscal year 2012 included \$24 million recognized in our Commercial Truck & Industrial segment in connection with the January 2012 sale of our St. Priest, France manufacturing facility to Renault Trucks SAS. During the second quarter of fiscal year 2012, we approved a European headcount reduction plan in response to the ongoing economic weakness and uncertainty in that region and recognized approximately \$7 million of restructuring costs associated with this plan in fiscal year 2012. During the fourth quarter of fiscal year 2012, we recognized approximately \$5 million of costs associated with employee headcount reductions. The remaining restructuring costs recognized during the fiscal year 2012 were primarily associated with the company's previously announced executive headcount reduction.

Gain on sale of property of \$16 million recognized during fiscal year 2012 is associated with the sale of excess land at our facility in Cwmbran, Wales.

Operating income for fiscal year 2013 was \$1 million, compared to \$173 million in fiscal year 2012. Key items affecting income are discussed above.

Gain on sale of equity investment of \$125 million recognized during fiscal year 2013 is associated with the sale of our overall 50% interest in our Suspensys JV in the fourth quarter of fiscal year 2013.

Equity in earnings of affiliates was \$42 million in fiscal year 2013, compared to \$52 million in the prior year. The decrease is primarily due to lower earnings from our affiliates in Mexico and India reflecting weaker truck markets in those regions.

Interest expense, net was \$126 million and \$95 million in fiscal years 2013 and 2012, respectively. During the first quarter ended December 31, 2012, we repurchased approximately \$245 million of \$300 million principal amount of our 4.625 percent convertible notes due 2026. We recognized a \$5 million loss on debt extinguishment associated with the repurchase. We recognized an additional \$19 million loss on debt extinguishment in the third quarter of fiscal year 2013 associated with the repurchase of \$167 million of the 8.125 percent notes due 2015. The remaining increase in interest expense is primarily due to additional interest cost associated with our debt securities issued during the fiscal year 2013.

Provision for income taxes was \$63 million in fiscal year 2013 compared to \$56 million in fiscal year 2012. The increase in provision for income taxes was primarily due to the tax effect of the gain on the sale of our equity interest in our Suspensys JV, partially offset by the tax benefit received from the Canadian pension settlement charge, and lower earnings in taxing jurisdictions. In fiscal year 2013, our effective tax rate was 140 percent compared to 41 percent in the prior year. Generally, we expect our effective tax rate to remain at inflated levels in the near term until we can generate income in certain jurisdictions in which we are recognizing valuation allowances against our deferred tax assets. In these jurisdictions, we are not able to recognize tax benefits related to current operating losses.

Loss from continuing operations (before noncontrolling interests) for fiscal year 2013 was \$18 million compared to income from continuing operations of \$81 million in fiscal year 2012. The reasons for the decrease are previously discussed.

Loss from discontinued operations for fiscal year 2013 was \$2 million, compared to a loss of \$18 million in the prior year. Significant items included in results from discontinued operations in fiscal year 2013 and 2012 include the following:

	Year Ended September 30,	
	2013	2012
Loss on sale of businesses, net	\$—	\$(1 )
Restructuring costs	—	(1 )

Charge for legal contingency and indemnity obligation	—	(10	)
Environmental remediation charges	(5	) (3	)
Other, net	(1	) (6	)
Loss before income taxes	(6	) (21	)
Benefit for income taxes	4	3	)
Loss from discontinued operations attributable to Meritor, Inc.	\$(2	) \$(18	)

Loss on sale of businesses, net: The loss on sale of business in fiscal year 2012 relates to the sale of our damper business located in Leicester, England during the first quarter.

Restructuring costs: We recognized \$1 million of restructuring charges associated with the closure of our EU Trailer business in fiscal year 2012. These charges were primarily related to employee severance benefits.

Charge for legal contingency and indemnity obligation: On March 31, 2008, S&E Quick Lube, a filter distributor, filed suit in U.S. District Court for the District of Connecticut alleging that several filter manufacturers and their affiliated corporate entities, including a prior subsidiary of the company, engaged in a conspiracy to fix prices, rig bids and allocate U.S. customers for aftermarket automotive filters. This suit was a purported class action on behalf of direct purchasers of filters from the defendants. In April 2012, the company settled with the U.S. indirect purchasers for \$3.1 million. In August 2012, the company entered into a settlement agreement for the remaining claims with the U.S. direct purchasers for \$8.3 million. During the fourth quarter of fiscal year 2013, the company settled with the remaining plaintiffs in the litigation actions in Canada for an immaterial amount.

Other primarily relates to charges for changes in estimates and adjustments related to certain assets and liabilities retained from previously sold businesses and indemnities provided at the time of sale. Also included in other charges are costs associated with the sale of our EU Trailer business.

Net income attributable to noncontrolling interests was \$2 million in fiscal year 2013 compared to \$11 million in fiscal year 2012. Noncontrolling interests represent our minority partners' share of income or loss associated with our less than 100 percent owned consolidated subsidiaries.

Net loss attributable to Meritor, Inc. was \$22 million for fiscal year 2013 compared to a net income of \$52 million for fiscal year 2012. Various factors affecting the net loss are previously discussed.

#### Segment EBITDA and EBITDA Margins

Segment EBITDA is defined as income (loss) from continuing operations before interest expense, income taxes, depreciation and amortization, noncontrolling interests in consolidated joint ventures, loss on sale of receivables, restructuring expense and asset impairment charges. We use Segment EBITDA as the primary basis for the Chief Operating Decision Maker (CODM) to evaluate the performance of each of our reportable segments. On November 12, 2012, the company announced a revised management reporting structure resulting in two business segments. Prior period segment financial information has been recast to reflect the revised reporting structure.

The following table reflects Segment EBITDA and EBITDA margins for fiscal years 2013 and 2012 (dollars in millions).

	Segment EBITDA				Segment EBITDA Margins		
	2013	2012	\$ Change	% Change	2013	2012	Change
Commercial Truck & Industrial	\$ 192	\$ 270	\$(78 )	(29 )%	6.6	% 7.5	% (0.9) pts
Aftermarket & Trailer	84	81	3	4	% 9.4	% 8.6	% 0.8 pts
Segment EBITDA	\$ 276	\$ 351	\$(75 )	(21 )%	7.5	% 7.9	% (0.4) pts

Significant items impacting year-over-year Segment EBITDA include the following:

	Commercial Truck & Industrial	Aftermarket & Trailer	TOTAL
Segment EBITDA—Year ended September 30, 2012	\$270	\$81	\$351
Lower earnings from unconsolidated affiliates	(9 )	(1 )	(10 )
Lower pension and retiree medical costs	5	1	6

Edgar Filing: MERITOR INC - Form 10-K

Impact of foreign currency exchange rates	(13	) 1	(12	)
Volume, mix, pricing and other, net of cost reductions	(61	) 2	(59	)
Segment EBITDA – Year ended September 30, 2013	\$192	\$84	\$276	

41

---

Commercial Truck & Industrial Segment EBITDA was \$192 million in fiscal year 2013 compared to \$270 million in the prior fiscal year. Segment EBITDA margin decreased to 6.6 percent in fiscal year 2013 compared to 7.5 percent in the prior fiscal year. The decrease in Segment EBITDA margin reflects lower commercial vehicle production volumes in all regions and lower earnings from our unconsolidated joint ventures as compared to the same period a year ago. In addition, Segment EBITDA was unfavorably impacted by foreign currency movements, primarily due to the depreciation in Brazilian real compared to the U.S. dollar. These items were partially offset by lower material and structural costs.

Aftermarket & Trailer Segment EBITDA was \$84 million in fiscal year 2013, up \$3 million compared to the prior fiscal year. Segment EBITDA margin increased to 9.4 percent in the current fiscal year compared to 8.6 percent in fiscal year 2012. The increase in Segment EBITDA is primarily due to pricing actions and lower material and structural costs, partially offset by a \$5 million accrual associated with value added tax for certain sales transactions.

#### Fiscal Year 2012 Compared to Fiscal Year 2011

##### Sales

The following table reflects total company and business segment sales for fiscal years 2012 and 2011. The reconciliation is intended to reflect the trend in business segment sales and to illustrate the impact that changes in foreign currency exchange rates, volumes and other factors had on sales (in millions). Business segment sales include intersegment sales (in millions).

	2012	2011	Dollar Change	% Change	Dollar Change Due To Currency	Volume / Other
Sales:						
Commercial Truck & Industrial	\$3,613	\$3,828	\$(215)	(6)%	\$(154)	\$(61)
Aftermarket & Trailer	937	949	(12)	(1)%	(27)	15
Intersegment Sales	(132)	(155)	23	(15)%	32	(9)
<b>TOTAL SALES</b>	<b>\$4,418</b>	<b>\$4,622</b>	<b>\$(204)</b>	<b>(4)%</b>	<b>\$(149)</b>	<b>\$(55)</b>

Commercial Truck & Industrial sales were \$3,613 million in fiscal year 2012, down 6 percent from fiscal year 2011. The effects of foreign currency exchange rates decreased sales by \$149 million compared to prior year. North American industry-wide production volumes for heavy- and medium-duty trucks increased by approximately 24 percent in fiscal year 2012 as compared to the prior year. However, the increase in sales in North America associated with the higher production volumes was substantially offset by lower sales in South America and Europe as industry-wide production volumes in these regions decreased by approximately 19 percent and 5 percent, respectively, compared to the same period in the prior year. In South America, the industry transitioned to tighter emission standard requirements for commercial vehicles resulting in lower production volumes beginning in our second quarter of fiscal year 2012.

Aftermarket & Trailer sales were \$937 million in fiscal year 2012, slightly down from \$949 million in fiscal year 2011. The decrease in sales is primarily due to the impact of foreign currency translation, which decreased sales by \$27 million compared to the prior year. Excluding the effects of foreign currency, sales increased by \$15 million primarily due to higher sales of aftermarket and trailer products in North America, partially offset by lower sales of aftermarket products in Europe.

##### Cost of Sales and Gross Profit

Cost of sales primarily represents materials, labor and overhead production costs associated with the company's products and production facilities. Cost of sales for the fiscal year 2012 was \$3,933 million compared to \$4,146 million in the prior year. The decrease in costs of sales is primarily due to lower sales, which decreased by 4 percent, and the lower fixed costs resulting from the rationalization of our European manufacturing footprint as well as improvements in our operations. Total cost of sales was approximately 89.0 percent of sales in fiscal year 2012 compared to 89.7 percent in the prior year.



The following table summarizes significant factors contributing to the changes in costs of sales for the fiscal year 2012 compared to prior year (in millions):

	Cost of Sales	
Fiscal year ended September 30, 2011	\$4,146	
Volume, mix and other, net	(79	)
Foreign exchange	(134	)
Fiscal year ended September 30, 2012	\$3,933	
Changes in the components of cost of sales year over year are summarized as follows (in millions):		
Lower material costs	\$(147	)
Lower labor and overhead costs	(65	)
Other	(1	)
Total decrease in costs of sales	\$(213	)

Material costs represent the majority of our cost of sales and include raw materials, composed primarily of steel and purchased components. Material costs for the fiscal year 2012 decreased by approximately \$147 million compared to last year, primarily as a result of lower sales.

Labor and overhead costs decreased by \$65 million compared to the prior fiscal year. The decrease was primarily due to lower sales compared to the prior year. In addition, savings associated with the rationalization of our European manufacturing operations, including the sale of the St. Priest, France facility, as well as continuous improvement initiatives contributed to the decrease in labor and overhead costs.

As a result of the above, gross profit for the fiscal year 2012 was \$485 million compared to \$476 million in 2011. Gross margins increased to 11.0 percent for fiscal year 2012 compared to 10.3 percent in the prior year.

#### Other Income Statement Items

Selling, general and administrative expenses (SG&A) for the fiscal years 2012 and 2011 are summarized as follows (in millions):

SG&A	2012		2011		Increase (Decrease)	
	Amount	% of sales	Amount	% of sales		
Loss on sale of receivables	\$9	0.2	% \$10	0.2	% \$(1	) — pts
Short- and long-term variable compensation	23	0.6	% 27	0.6	% (4	) — pts
Charge for legal contingency	6	0.1	% —	—	% 6	0.1 pts
Asbestos-related liability remeasurement	18	0.4	% —	—	% 18	0.4 pts
All other SG&A	229	5.2	% 241	5.2	% (12	) — pts
Total SG&A	\$285	6.5	% \$278	6.0	% \$7	0.5 pts

Included in selling, general and administrative expenses in fiscal year 2012 are \$6 million of charges for a legal contingency. In fiscal year 2012, the company recognized an \$18 million charge associated with the valuation and remeasurement of asbestos-related liabilities (see Critical Accounting Policies below). All other SG&A represents normal selling, general and administrative expenses.



Restructuring costs of \$39 million were recognized during the fiscal year ended September 30, 2012 compared to \$22 million in the prior year. Restructuring costs in the fiscal year 2012 include \$24 million recognized in our Commercial Truck & Industrial segment in connection with the January 2012 sale of our St. Priest, France manufacturing facility to Renault Trucks SAS. These costs included non-cash charges of \$19 million recognized in the first quarter of fiscal year 2012, of which \$17 million relate to impairments of assets held for sale at December 31, 2011. In addition, in fiscal year 2012, we recognized \$5 million of costs associated with employee headcount reductions and facility rationalization actions. During the second quarter of fiscal year 2012, we approved a European headcount reduction plan in response to the ongoing economic weakness and uncertainty in that region and recognized approximately \$7 million of restructuring costs associated with this plan in fiscal year 2012. During the fourth quarter of fiscal year 2012, we recognized approximately \$5 million of costs associated with employee headcount reductions. The remaining restructuring costs recognized during the fiscal year 2012 were primarily associated with the company's previously announced executive headcount reduction. In fiscal year 2011, we recognized \$16 million of restructuring charges primarily associated with employee headcount reductions at our St. Priest, France manufacturing facility and \$6 million of charges associated with executive headcount reduction at certain corporate locations. Gain on sale of property of \$16 million recognized during fiscal year 2012 was associated with the sale of excess land at our facility in Cwmbran, Wales.

Operating income for fiscal year 2012 was \$173 million compared to \$174 million in the prior year. Key items impacting operating income are previously discussed.

Equity in earnings of affiliates was \$52 million in fiscal year 2012, compared to \$70 million in the prior year. The decrease was due to lower earnings from our affiliates in South America as the industry transitioned to tighter emission standard requirements, and our affiliate in India, which were partially offset by higher earnings from our affiliates in North America.

Provision for income taxes was \$56 million in fiscal year 2012 compared to \$77 million in fiscal year 2011. The decrease in provision for income taxes was primarily due to lower earnings in taxpaying jurisdictions. Income tax expense in fiscal year 2011 was favorably impacted by a \$14 million tax benefit recorded in continuing operations that was required to offset a tax expense recorded against the income in other comprehensive loss resulting from the year-end re-measurement of our retiree healthcare obligations. In fiscal year 2012, our effective tax rate was 41 percent compared to 48 percent in the prior year.

Income from continuing operations (before noncontrolling interests) for fiscal year 2012 was \$81 million, compared to \$82 million in the prior year. Key items impacting income from continuing operations are previously discussed. Loss from discontinued operations was \$18 million in fiscal year 2012, compared to loss of \$2 million in the prior year. Significant items included in results from discontinued operations in fiscal years 2012 and 2011 include the following:

	Year Ended September 30,	
	2012	2011
Operating income, net	\$—	\$11
Gain (loss) on sale of business, net	(1	) 19
Restructuring costs	(1	) (9
Charge for legal contingency and indemnity obligation	(10	) (4
Environmental remediation charges	(3	) (4
Other, net	(6	) (12
Income (loss) before income taxes	(21	) 1
Benefit (provision) for income taxes	3	(3
Net loss from discontinued operations attributable to Meritor, Inc.	\$(18	) \$(2

Operating income, net from discontinued operations represents income from normal operating activities of the businesses included in discontinued operations.

Gain on sale of businesses, net: The loss on sale of business in fiscal year 2012 relates to the sale of our damper business located in Leicester, England during the first quarter. During the second quarter of fiscal year 2011, we recognized a pre-tax gain of \$32 million (\$32 million after-tax) on the sale of our Body Systems business and a

pre-tax loss of \$13 million (\$13 million after tax) on the sale our Gabriel Europe business.

Restructuring costs: We recognized \$1 million and \$8 million of restructuring charges associated with the closure of our EU Trailer business in fiscal years 2012 and 2011, respectively. These charges were primarily related to employee severance benefits.

The remaining restructuring charges in fiscal year 2011 were related to employee severance costs at our Gabriel Europe business prior to the sale in the second quarter.

Charge for legal contingency and indemnity obligation: On March 31, 2008, S&E Quick Lube, a filter distributor, filed suit in U.S. District Court for the District of Connecticut alleging that several filter manufacturers and their affiliated corporate entities, including a prior subsidiary of the company, engaged in a conspiracy to fix prices, rig bids and allocate U.S. customers for aftermarket automotive filters. This suit was a purported class action on behalf of direct purchasers of filters from the defendants. Several parallel purported class actions, including on behalf of indirect purchasers of filters, were filed by other plaintiffs in a variety of jurisdictions in the United States and Canada. The U.S. cases were consolidated into a multi-district litigation proceeding in Federal court for the Northern District of Illinois. On April 16, 2009, the Attorney General of the State of Florida filed a complaint with the U.S. District Court for the Northern District of Illinois based on these same allegations. In April 2012, the company settled with the U.S. indirect purchasers for \$3.1 million resolving their portion of the suit. In August 2012, the company entered into a settlement agreement for the remaining claims with the U.S. direct purchasers for \$8.3 million. The liability for the settlement agreement with the U.S. direct purchasers is included in other current liabilities in the consolidated balance sheet. Following this settlement, the only remaining plaintiffs in the litigation are those who filed their actions in Canada. During the fourth quarter of fiscal year 2013, the company settled with the remaining plaintiffs in the litigation actions in Canada for an immaterial amount.

Other, net: Other primarily relates to charges for changes in estimates and adjustments related to certain assets and liabilities retained from previously sold businesses and indemnities provided at the time of sale. Also included in other charges are costs associated with the sale of our EU Trailer business.

Net income attributable to noncontrolling interests for fiscal year 2012 was \$11 million compared to \$17 million for fiscal year 2011. Noncontrolling interests represent our minority partners' share of income or loss associated with our less than 100 percent owned consolidated joint ventures.

Net income attributable to Meritor, Inc. was \$52 million for fiscal year ended September 30, 2012 compared to \$63 million for 2011. The reasons for the change are discussed above.

#### Segment EBITDA and EBITDA Margins

Segment EBITDA is defined as income (loss) from continuing operations before interest expense, income taxes, depreciation and amortization, noncontrolling interests in consolidated joint ventures, loss on sale of receivables, restructuring costs and asset impairment charges. We use Segment EBITDA as the primary basis for the Chief Operating Decision Maker (CODM) to evaluate the performance of each of our reportable segments.

The following table reflects Segment EBITDA and Segment EBITDA margins for fiscal year ended September 30, 2012 and 2011 (dollars in millions).

	Segment EBITDA				Segment EBITDA Margins			
	2012	2011	\$ Change	% Change	2012	2011	Change	
Commercial Truck & Industrial	\$270	\$260	\$10	4	% 7.5	% 6.8	% 0.7	pts
Aftermarket & Trailer	81	98	(17)	(17)	% 8.6	% 10.3	% -1.7	pts
Segment EBITDA	\$351	\$358	\$(7)	(2)	% 7.9	% 7.7	% 0.2	pts

Significant items impacting year over year Segment EBITDA include the following:

	Commercial Truck & Industrial	Aftermarket & Trailer	TOTAL
Segment EBITDA – Fiscal year ended September 30, 2011	\$260	\$98	\$358
Lower earnings from unconsolidated affiliates	(10)	(8)	(18)
Lower pension and retiree medical costs	8	3	11
Foreign exchange - transaction and translation	(47)	(7)	(54)
Accrual for value added tax contingency	—	(6)	(6)
Volume, mix, pricing and other, net	59	1	60

Segment EBITDA – Fiscal year ended September 30, 2012	\$270	\$81	\$351
---	-------	------	-------

45

---

Commercial Truck & Industrial Segment EBITDA was \$270 million in fiscal year 2012, up \$10 million compared to prior year. Segment EBITDA margin increased to 7.5 percent compared to 6.8 percent in the prior year. The increase in Segment EBITDA and Segment EBITDA margin is primarily attributable to improvements in pricing, higher sales for the FMTV defense program, material performance and lower fixed costs resulting from the rationalization of our European manufacturing footprint, primarily the sale of our St. Priest, France manufacturing facility, in the second quarter of fiscal year 2012. In addition, North American industry-wide production volumes for heavy- and medium-duty trucks increased 25 percent in fiscal year 2012 as compared to prior year resulting in improvement in Segment EBITDA. The increase in Segment EBITDA and Segment EBITDA margin attributable to these items was partially offset by the adverse impact of geographic sales mix, including lower sales in South America and in the Asia-Pacific region, primarily China, lower sales associated with the Caiman defense program, lower earnings from our unconsolidated joint ventures and unfavorable foreign currency translation (primarily associated with the Brazilian Real). Industry-wide production volumes in South America decreased by approximately 19 percent in fiscal year 2012 as compared to prior year due to the impact of commercial vehicle industry transitioning to tighter emission standards.

Aftermarket & Trailer Segment EBITDA was \$81 million in fiscal year 2012, down \$17 million compared to prior year. The decrease in Segment EBITDA is primarily due to deterioration in earnings related to lower volumes in our European aftermarket business, lower earnings from our unconsolidated trailer joint venture in Brazil, accrual for value added tax contingency associated with certain sales transaction and the impact of foreign currency translation.

#### Non-Consolidated Joint Ventures

At September 30, 2013, our continuing operations included investments in joint ventures that are not majority-owned or controlled and are accounted for under the equity method of accounting. Our investments in non-consolidated joint ventures totaled \$102 million at September 30, 2013 and \$169 million at September 30, 2012. On July 30, 2013, we completed the sale of our overall 50 percent ownership equity interest in Suspensys Sistemas Automotivos LTDA (the "Suspensys JV") to the company's joint venture partner, Randon S.A. Implementos E Participações. Our fiscal 2013 continuing operations includes Suspensys JV financial results for the ten months ended July 31, 2013.

These strategic alliances provide for sales, product design, development and/or manufacturing in certain product and geographic areas. Aggregate sales of our non-consolidated joint ventures were \$1,552 million, \$1,787 million and \$1,977 million in fiscal years 2013, 2012 and 2011, respectively.

Our equity in the earnings of affiliates was \$42 million, \$52 million and \$70 million in fiscal years 2013, 2012 and 2011, respectively. We received cash dividends from our affiliates of \$30 million, \$47 million and \$45 million in fiscal years 2013, 2012 and 2011, respectively.

For more information about our non-consolidated joint ventures, see Note 12 of the Notes to Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data.

## Financial Condition

## Cash Flows (in millions)

	Fiscal Year Ended September 30,		
	2013	2012	2011
<b>OPERATING CASH FLOWS</b>			
Income (loss) from continuing operations	\$(18 )	\$81	\$82
Adjustments to income (loss) from continuing operations:			
Depreciation and amortization	67	63	66
Loss on debt extinguishment	24	—	—
Deferred income tax expense (benefit)	(4 )	13	25
Pension and retiree medical expense	151	53	71
Gain on sale of equity investment	(125 )	—	—
Gain on sale of property	—	(16 )	—
Equity in earnings of affiliates	(42 )	(52 )	(70 )
Restructuring costs	26	39	22
Dividends received from equity method investments	30	47	45
Pension and retiree medical contributions	(153 )	(140 )	(71 )
Restructuring payments	(26 )	(22 )	(13 )
Decrease (increase) in working capital	(99 )	37	(177 )
Changes in off-balance sheet accounts receivable securitization and factoring	43	(24 )	144
Other, net			