

Edgar Filing: MERITOR INC - Form 10-K/A

MERITOR INC  
Form 10-K/A  
December 12, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A (Amendment no. 1)  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Fiscal Year Ended September 28, 2014  
Commission file number 1-15983

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MERITOR, INC.

(Exact name of registrant as specified in its charter)

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

2135 West Maple Road 48084-7186  
Troy, Michigan (Zip Code)

(Address of principal executive offices)  
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. (Check one)

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on March 28, 2014 (the last business day of the most recently completed second fiscal quarter) was approximately \$1,147,375,565.

98,737,231 shares of the registrant's Common Stock, par value \$1 per share, were outstanding on December 9, 2014.

**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 22, 2015 is incorporated by reference into Part III.

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EXPLANATORY NOTE - AMENDMENT

Meritor, Inc. ("Meritor") is filing this Amendment No.1 on Form 10-K/A (this "Form 10-K/A") to include in its Annual Report on Form 10-K for the fiscal year ended September 28, 2014 (the "Annual Report"), pursuant to Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, financial statements and related notes of Meritor WABCO Vehicle Control Systems ("MWVCS") in which Meritor owns a 50% interest.

Rule 3-09 of Regulation S-X provides that if a 50% or less-owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20% for 10%, separate annual financial statements for such 50% or less-owned person corresponding to the periods covered by the financial statements of Meritor included in the Annual Report shall be filed. Such statements are required to be audited only for the years in which such person met such test.

MWVCS did not meet the significance test for Meritor's 2014 or 2012 fiscal year. Therefore, Meritor is only required to file unaudited financial statements of MWVCS as of and for the fiscal years ended September 28, 2014 and September 30, 2012. MWVCS met the significance test for the 2013 fiscal year. Therefore, Meritor is required to file audited financial statements of MWVCS as of and for the fiscal year ended September 29, 2013. As a result, Meritor has included in this Form 10-K/A the required audited and unaudited financial statements of MWVCS for the 2014, 2013 and 2012 fiscal years.

Item 15 is the only portion of the Annual Report being supplemented or amended by this Form 10-K/A. Additionally, in connection with the filing of this Form 10-K/A and pursuant to SEC rules, Meritor is including the consent of the independent auditors of MWVCS and currently dated certifications. This Form 10-K/A does not otherwise update any exhibits as originally filed and does not otherwise reflect events occurring after the original filing date of the Annual Report. Accordingly, this Form 10-K/A should be read in conjunction with Meritor's filings with the SEC subsequent to the filing of the Annual Report.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Financial Statements, Financial Statement Schedules and Exhibits.

(1) Financial Statements.

Meritor

The following financial statements and related notes were filed as part of the Annual Report filed with the SEC on November 19, 2014 (all financial statements listed below are those of the company and its consolidated subsidiaries):

Consolidated Statement of Operations, years ended September 30, 2014, 2013 and 2012.

Consolidated Statement of Comprehensive Income (Loss), years ended September 30, 2014, 2013 and 2012.

Consolidated Balance Sheet, September 30, 2014 and 2013.

Consolidated Statement of Cash Flows, years ended September 30, 2014, 2013 and 2012.

Consolidated Statement of Equity (Deficit), years ended September 30, 2014, 2013 and 2012.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm.

Meritor WABCO Vehicle Control Systems

The following financial statements and related notes of Meritor WABCO Vehicle Control Systems are included in this Amendment No. 1 on Form 10-K/A pursuant to Rule 3-09 of Regulation S-X:

Balance Sheets, September 30, 2014 (Unaudited) and 2013 (Audited).

Statements of Net Income, years ended September 30, 2014 (Unaudited), 2013 (Audited) and 2012 (Unaudited).

Statement of Cash Flows, years ended September 30, 2014 (Unaudited), 2013 (Audited) and 2012 (Unaudited).

Independent Auditors' Report.

Meritor WABCO Vehicle Control Systems

Financial Statements

as of

September 30, 2014 (Unaudited) and 2013, and for the Years Ended September 30, 2014 (Unaudited), 2013, and 2012 (Unaudited), and Independent Auditor's Report

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INDEPENDENT AUDITORS' REPORT

To Meritor WABCO Vehicle Control Systems:

We have audited the accompanying financial statements of Meritor WABCO Vehicle Control Systems (the "Company"), which comprise the balance sheet as of September 30, 2013, and the related statements of net income and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2013, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Detroit, Michigan  
December 10, 2013

/s/ DELOITTE & TOUCHE LLP  
DELOITTE & TOUCHE LLP

## MERITOR WABCO VEHICLE CONTROL SYSTEMS

BALANCE SHEETS AS OF SEPTEMBER 30, 2014 (Unaudited) and 2013

	2014 Unaudited	2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$4,982,861	\$5,760,406
Accounts Receivable:		
Trade -- net of allowance for doubtful accounts of \$40,765 and \$57,157 as of September 30, 2014 (unaudited) and 2013, respectively	24,904,495	22,450,932
Related parties:		
Meritor Brake Systems, Inc.	7,053,900	6,195,704
WABCO Automotive Control Systems, Inc.	659,191	529,712
Inventories	39,818,161	41,203,526
Prepaid and other current assets	235,190	303,589
Total current assets	77,653,798	76,443,869
<b>PROPERTY AND EQUIPMENT:</b>		
Machinery and equipment	5,495,053	7,324,811
Autos and trailers	1,588,793	1,648,800
Furniture and fixtures	5,415,161	4,779,576
Facility improvements	1,341,263	1,253,248
Construction in progress	15,660	47,175
Total Property and equipment	13,855,930	15,053,610
Less accumulated depreciation	(11,697,540 )	(12,774,056 )
Property and equipment - net	2,158,390	2,279,554
<b>OTHER ASSETS - Warranty recoveries:</b>		
Vendor responsibility	50,921	200,958
WABCO Automotive Control Systems, Inc.	4,796,653	1,947,789
<b>TOTAL</b>	<b>\$84,659,762</b>	<b>\$80,872,170</b>

## LIABILITIES AND PARTNERS' CAPITAL

## CURRENT LIABILITIES:

<b>Accounts payable:</b>		
Trade	\$2,644,266	\$3,763,740
<b>Related parties:</b>		
Meritor Brake Systems, Inc.	4,653,970	4,055,498
WABCO Automotive Control Systems, Inc.	29,174,005	27,200,388
<b>Accrued liabilities:</b>		
Warranty and policy	7,212,620	4,765,938
Compensation	1,673,900	1,799,250
Customer incentives	675,612	282,119
Other	1,942,825	3,710,689
Total current liabilities	47,977,198	45,577,622

## CONTINGENCIES AND COMMITMENTS (Note 7)

OTHER LIABILITIES - Warranty and policy	6,618,048	3,719,384
PARTNERS' CAPITAL:		
Meritor Brake Systems, Inc.	15,032,258	15,787,582
WABCO Automotive Control Systems, Inc.	15,032,258	15,787,582
Total partners' capital	30,064,516	31,575,164
TOTAL	\$84,659,762	\$80,872,170
See notes to financial statements		

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## MERITOR WABCO VEHICLE CONTROL SYSTEMS

## STATEMENTS OF NET INCOME

FOR THE YEARS ENDED SEPTEMBER 30, 2014 (Unaudited), 2013, and 2012 (Unaudited)

	2014 Unaudited	2013	2012 Unaudited
NET SALES	\$321,571,051	\$266,493,848	\$271,027,804
COST OF GOODS SOLD	253,614,234	210,882,615	219,163,692
GROSS PROFIT	67,956,817	55,611,233	51,864,112
OPERATING EXPENSES:			
Services purchased from related parties:			
Salary and benefits	11,352,788	10,442,690	8,888,302
Selling and promotion	2,597,979	2,166,894	2,840,368
Research and development	1,404,276	1,778,832	283,298
Rent	407,951	409,538	408,577
Other	606,276	643,943	626,341
Total services purchased from related parties	16,369,270	15,441,897	13,046,886
Selling and promotion	1,288,150	886,611	1,098,345
Travel	914,976	836,201	741,525
Other purchased services	3,401,328	3,400,519	3,012,913
Depreciation and amortization	184,695	182,680	177,983
Other operating expenses	2,862,715	2,640,105	2,539,402
Total operating expenses	25,021,134	23,388,013	20,617,054
INCOME FROM OPERATIONS	42,935,683	32,223,220	31,247,058
OTHER INCOME (LOSS)	553,669	(417,920)	) 994,436
NET INCOME	\$43,489,352	\$31,805,300	\$32,241,494

See notes to financial statements.

## MERITOR WABCO VEHICLE CONTROL SYSTEMS

## STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30, 2014 (Unaudited), 2013, and 2012 (Unaudited)

	2014 Unaudited	2013	2012 Unaudited
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$43,489,352	\$31,805,300	\$32,241,494
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	871,303	707,378	573,529
Loss on disposal of assets	—	—	23,595
Changes in assets and liabilities provided by (used in) cash:			
Trade and related-party accounts receivable	(3,441,238 )	(3,400,794 )	7,495,937
Inventories	1,385,365	4,387,111	(6,610,407 )
Prepaid and other current assets	(2,630,428 )	331,922	(656,453 )
Trade and related-party accounts payable	1,452,615	1,818,890	(1,668,830 )
Accrued liabilities	3,845,625	(859,474 )	(3,062,578 )
Net cash provided by operating activities	44,972,594	34,790,333	28,336,287
<b>CASH FLOWS FROM INVESTING ACTIVITIES - Acquisition of property and equipment</b>			
Net cash used in investing activities	(750,139 )	(818,678 )	(1,225,686 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES - Partners' distributions:</b>			
Meritor Brake Systems, Inc.	(22,500,000 )	(15,500,000 )	(14,000,000 )
WABCO Automotive Control Systems, Inc.	(22,500,000 )	(15,500,000 )	(14,000,000 )
Net cash used in financing activities	(45,000,000 )	(31,000,000 )	(28,000,000 )
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(777,545 )</b>	<b>2,971,655</b>	<b>(889,399 )</b>
CASH AND CASH EQUIVALENTS - Beginning of the year	5,760,406	2,788,751	3,678,150
CASH AND CASH EQUIVALENTS - End of the year	\$4,982,861	\$5,760,406	\$2,788,751

See notes to financial statements.

## MERITOR WABCO VEHICLE CONTROLS SYSTEMS

### NOTES TO FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2014 (UNAUDITED) AND 2013, AND FOR THE YEARS ENDED SEPTEMBER 30, 2014 (UNAUDITED), 2013, AND 2012 (UNAUDITED)

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#### 1. FORMATION AND OWNERSHIP STRUCTURE

Description of the Business - Meritor WABCO Vehicle Control Systems (the "Company") (formerly Rockwell WABCO Vehicle Control Systems) was formed on December 7, 1989, as a joint venture between WABCO Automotive Control Systems, Inc. (WABCO), a subsidiary of American Standard Inc., and Rockwell Brake Systems, Inc. ("Rockwell"), a subsidiary of Rockwell International (together, the "Partners"), and began operations on February 1, 1990. In 1997, Meritor Automotive, Inc. was spun out of Rockwell. As a part of this transaction, Rockwell's partnership interest in the Company was transferred to Meritor Brake Systems, Inc. On July 31, 2007, WABCO spun from American Standard, Inc. As a part of this transaction, American Standard's partnership interest in the Company was transferred to WABCO. The Company's principal business is the sale of antilock braking and conventional air systems and other vehicle control systems for use on medium and heavy-duty trucks, buses, and trailers. Capital contributions and returns are made in equal proportions to maintain each Partner's interest in the Company at 50%. All items of income or expense are allocated to the Partners in proportion to their respective cumulative capital contributions.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Inventories - Inventories are stated at the lower of cost or market, using standard costing, which approximates actual cost on a first-in, first-out basis. Inventory at September 30, 2014 and 2013 consists principally of components held for resale and includes approximately \$17,948,187 (Unaudited) and \$16,669,000, respectively, of inventory inbound to the Company, for which risk of loss has transferred.

Property and Equipment - Property and equipment is stated at cost. Depreciation on property and equipment is calculated using the straight line method over the estimated useful lives of the assets, which are 3 to 25 years. Expenditures for maintenance and repairs are charged to operations. Expenditures for betterments or major renewals are capitalized and depreciated over their useful lives.

Revenue Recognition - The Company recognizes revenue upon shipment of product and transfer of ownership to the customer. Provisions for customer sales allowance and incentives are recorded as a reduction of sales at the time of product shipment.

Income Taxes - No provision for income taxes has been made, as it is the Partners' responsibility for federal, state, and local income taxes. Taxable income or loss is allocated to the Partners based on their respective ownership percentages, in accordance with the partnership agreement.

Fair Value Measurements - Financial Accounting Standards Board Accounting Standards Codification 820, Fair Value Measurements and Disclosures ("ASC 820"), defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Additionally, it establishes a fair value hierarchy that provides the highest priority to quoted prices in active markets and the lowest priority to unobservable data. Refer to Note 8 to the financial statements for further detail on the fair value measurements.

Warranty - A majority of warranty claims are the responsibility of the product supplier, WABCO, and other product suppliers. The Company processes claims on behalf of the product suppliers. However, under a contractual arrangement with a product supplier who is a related party, the reimbursement to the Company of such warranty claims is based on a combination of a flat rate (0.85%) of current year purchases from the product supplier and campaign recoveries from the product supplier. Campaign recoveries are based on the expected claims to be received. As a result of these agreements, the Company incurs warranty expense when the recoveries do not cover the amount of warranty claims processed or expected. Warranty accruals are recorded based on historical claims paid in the build year and three years after, as a percentage of sales in the year the sale is made. Warranty claim payments have

historically been highest in the year directly following the build year. This is partially due to the fact that certain products are sold with two-year warranty policies. Products that have longer warranty presentation periods have also trended closer to two years, as opposed to three, for recent build years.

The amounts deemed recoverable from all product suppliers are \$10,178,365 (Unaudited) and \$5,984,311 as of September 30, 2014 and 2013, respectively. The current portion of the expected recoveries, \$5,330,791 (Unaudited) and \$3,835,562 is reflected as an offset to accounts payable as of September 30, 2014 and 2013, respectively, while the noncurrent portion of the expected recoveries, \$4,847,574 (Unaudited) and \$2,148,747 is a receivable as of September 30, 2014 and 2013, respectively.

Estimates - The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue.

### 3. RELATED-PARTY TRANSACTIONS

The Company has no employees, but purchases employee and other services from the Partners. Total expenses for services from related parties during the years ended September 30, 2014 (Unaudited), 2013, and 2012 (Unaudited), recorded in cost of goods sold and other operating expenses were as follows:

	2014	2013	2012
	Unaudited		Unaudited
Meritor	\$25,270,824	\$21,353,768	\$22,958,330
WABCO	3,009,636	3,049,006	3,251,750
Total	\$28,280,460	\$24,402,774	\$26,210,080

Additionally, during the years ended September 30, 2014, 2013, and 2012, the Company recorded net transactions of approximately \$204,371,222 (Unaudited), \$165,817,779, and \$186,194,320 (Unaudited), respectively, which primarily relate to purchases of productive inventory from WABCO. Also, the Company recorded sales of approximately \$86,085,550 (Unaudited), \$69,034,437, and \$64,287,951 (Unaudited), respectively, primarily to Meritor.

The Company purchases a significant portion of productive inventory from related parties in Europe. All purchases are denominated in U.S. dollars. The Company has an agreement with certain of these related parties, whereby if the difference between the currency exchange rate at the time of purchase and an agreed upon currency exchange rate exceeds 3%, the purchase price is adjusted so that the currency exchange effect exceeding 3% is shared equally by both parties. The Company and the related parties settle all transactions on a monthly basis. The Company records the purchase price adjustments in cost of goods sold which have been insignificant in 2014, 2013 and 2012.

### 4. SALES AND ACCOUNTS RECEIVABLE TO MAJOR CUSTOMERS

The Company had significant sales to three unrelated major customers in 2014, 2013, and 2012. Sales made to these customers as a percentage of total sales made by the Company during 2014 (Unaudited), 2013, and 2012 (Unaudited), are disclosed in the table below. In addition, accounts receivable from these customers as of September 30, 2014 (Unaudited) and 2013 (dollars in millions), are disclosed in the table below.

Customer	2014 (Unaudited)			2013			2012 (Unaudited)	
	Percentage of Total Sales	Sales	Accounts Receivable	Percentage of Total Sales	Sales	Accounts Receivable	Percentage of Total Sales	Sales
1	33%	\$107	\$5	32%	\$84	\$5	31%	\$85
2	6	19	6	6	17	4	8	22
3	5	16	2	4	12	3	6	16

A majority of the Company's sales are to manufacturers of heavy-duty trucks and trailers. Many of the Company's automotive industry customers are unionized, and work stoppages or slowdowns experienced by them could have an adverse effect on the Company's results of operations. Substantially, all of the receivables are from companies operating in the domestic transportation equipment industry.

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## 5. WARRANTY AND POLICY

Warranty accruals are recorded based on historical claims paid and as a percentage of sales in the year the sale is made. Warranties not expected to be paid within one year are recorded as a noncurrent liability.

The changes in the total carrying amount of the Company's warranty and policy liability for the years ended September 30, 2014 (Unaudited), 2013, and 2012 (Unaudited) are shown below.

	2014 Unaudited	2013	2012 Unaudited
Balance - beginning	\$8,485,322	\$7,577,293	\$11,453,514
Accrual for product warranty	7,853,953	4,844,194	2,368,582
Payments	(9,019,626 )	(6,638,539 )	(8,811,693 )
Changes in estimates	6,511,019	2,702,374	2,566,890
Balance - ending	\$13,830,668	\$8,485,322	\$7,577,293

## 6. PARTNERS' CAPITAL

The summary of Partners' capital accounts for the years ended September 30, 2014 (Unaudited), 2013, and 2012 (Unaudited), is as follows:

	Meritor	WABCO	Total
Balance - September 30, 2011 (Unaudited)	\$13,264,185	\$13,264,185	\$26,528,370
Net income for the year (Unaudited)	16,120,747	16,120,747	32,241,494
Distributions (Unaudited)	(14,000,000 )	(14,000,000 )	(28,000,000 )
Balance - September 2012 (Unaudited)	15,384,932	15,384,932	30,769,864
Net income for the year	15,902,650	15,902,650	31,805,300
Distributions	(15,500,000 )	(15,500,000 )	(31,000,000 )
Balance - September 30, 2013	15,787,582	15,787,582	31,575,164
Net income for the year (Unaudited)	21,744,676	21,744,676	43,489,352
Distributions (Unaudited)	(22,500,000 )	(22,500,000 )	(45,000,000 )
Balance - September 30, 2014 (Unaudited)	\$15,032,258	\$15,032,258	\$30,064,516

## 7. COMMITMENTS

The Company leases its principal operating facility, a warehouse located in Hebron, Kentucky. The lease commenced on October 1, 1999, with options to renew at the end of the lease term. The initial lease term was for a period of five years. In 2004, the Company extended its lease for an additional five years. In 2008, an agreement was reached with the lessor, and an addendum to the lease agreement was executed. Effective November 1, 2008, the Company reduced its leased premises by 16,910 square feet. Terms of this renegotiated lease are 60 months beginning November 1, 2009, and ending October 31, 2014. In 2014, an addendum to the lease agreement was executed on January 1, 2014. Terms of the re-negotiated lease are 50 months beginning November 1, 2014 and ending November 30, 2018. The lease agreement requires current monthly rentals plus the tenant's share of property taxes and operating expenses. In addition, the Company leases office space in Troy, Michigan from one of the joint venture partners on a month-to-month basis. Lease payments are made monthly. Total rental expense under these agreements,





plus various vehicle and equipment leases was approximately \$1,276,052 (Unaudited), \$1,169,978, and \$1,189,248 (Unaudited), for the years ended September 30, 2014, 2013, and 2012, respectively.

Future minimum lease payments for the years ending September 30 are as follows:

	Unaudited
2015	\$399,784
2016	436,137
2017	446,133
2018	447,041
2019	74,517
Total	\$1,803,612

## 8. FAIR VALUE MEASUREMENTS

ASC 820 provides a definition of fair value, establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value, and requires expanded disclosures about fair value measurements. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets, Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable, and Level 3, defined as unobservable inputs in which little or no market data exists; therefore requiring an entity to develop its own assumptions.

As of September 30, 2014 and 2013, the Company held certain assets that are required to be measured at fair value on a recurring basis. These consist of investments in money market mutual funds recorded within cash and cash equivalents. These funds are valued at the daily closing price as reported by the fund. The mutual funds held by the Company are deemed to be actively traded.

Assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 as of September 30, 2014 (Unaudited), were as follows:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents - money market mutual funds	\$4,982,861	\$—	\$—

Assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 as of September 30, 2013, were as follows:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents - money market mutual funds	\$5,760,406	\$—	\$—

There were no financial assets or liabilities carried at fair value on a nonrecurring basis as of September 30, 2014 and 2013.

Transfers Between Levels - The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances the transfer is reported at the beginning of the reporting period.



We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets. For the years ended September 30, 2014, 2013, and 2012, there were no transfers between levels.

#### 9. SUBSEQUENT EVENTS

No events have occurred after September 30, 2014, but before December 12, 2014, the date the financial statements were available to be issued.

Financial Statement Schedule for the years ended September 30, 2014, 2013 and 2012. The following schedule was filed as part of the Annual Report filed with the SEC on November 19, 2014

Schedule II - Valuation and Qualifying Accounts

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Schedules not filed with the Annual Report or this Form 10-K/A are omitted because of the absence of conditions under which they are required or because the information called for is shown in the financial statements or related notes.

(3) Exhibits

3-a Restated Articles of Incorporation of Meritor, filed as Exhibit 4.01 to Meritor's Registration Statement on Form S-4, as amended (Registration Statement No. 333-36448), is incorporated herein by reference.

3-a-1 Articles of Amendment of Restated Articles of Incorporation of the Company filed as Exhibit 3-a-1 to Meritor's Quarterly Report on Form 10-Q for the quarterly period ended April 3, 2011, is incorporated herein by reference.

3-b By-laws of Meritor, filed as Exhibit 3 to Meritor's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2003, is incorporated herein by reference.

4-a Indenture, dated as of April 1, 1998, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company as successor to The Chase Manhattan Bank), as trustee, filed as Exhibit 4 to Meritor's Registration Statement on Form S-3 (Registration No. 333-49777), is incorporated herein by reference.

4-a-1 First Supplemental Indenture, dated as of July 7, 2000, to the Indenture, dated as of April 1, 1998, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company as successor to The Chase Manhattan Bank), as trustee, filed as Exhibit 4-b-1 to Meritor's Annual Report on Form 10-K for the fiscal year ended September 30, 2000, is incorporated herein by reference.

4-a-2 Third Supplemental Indenture, dated as of June 23, 2006, to the Indenture, dated as of April 1, 1998, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company as successor to The Chase Manhattan Bank), as trustee (including Subsidiary Guaranty dated as of June 23, 2006), filed as Exhibit 4.2 to Meritor's Current Report on Form 8-K, filed on June 27, 2006, is incorporated herein by reference.

4-a-3 Sixth Supplemental Indenture, dated as of May 31, 2013, to the Indenture, dated as of April 1, 1998, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company as successor to The Chase Manhattan Bank), as trustee, filed as Exhibit 4 to Meritor's current report on Form 8-K filed on May 31, 2013 is incorporated herein by reference.

4-a-4 Seventh Supplemental Indenture, dated as of February 13, 2014, to the Indenture, dated as of April 1, 1998, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company as successor to The Chase Manhattan Bank), as trustee, filed as Exhibit 4.1 to Meritor's current report on Form 8-K filed on February 13, 2014, is incorporated herein by reference.

4-b

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Indenture, dated as of March 7, 2006 between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company), as trustee, filed as Exhibit 4.1 to Meritor's current report on Form 8-K files on March 9, 2006 is incorporated herein by reference.

4-b-1

First Supplemental Indenture, dated as of June 23, 2006, to the Indenture, dated as of March 7, 2006, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company), as trustee (including Subsidiary Guaranty dated as of June 23, 2006), filed as Exhibit 4.1 to Meritor's current report on Form 8-K, filed on June 27, 2006 is incorporated herein by reference.

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- 4-c Indenture, dated as of February 8, 2007, between Meritor and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York Trust Company, N.A.), as trustee (including the note and form of subsidiary guaranty), filed as Exhibit 4-a to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended April 1, 2007, is incorporated herein by reference.
- 4-d Indenture, dated as of December 4, 2012, between Meritor and The Bank of New York Mellon Trust Company, N.A., as trustee (including form of the note and form of subsidiary guaranty), filed as Exhibit 4.1 to Meritor's Current Report on Form 8-K filed on December 4, 2012, is incorporated herein by reference.
- 10-a-1 Second Amendment and Restatement Agreement relating to Second Amended and Restated Credit Agreement, dated as of February 13, 2014, among Meritor, ArvinMeritor Finance Ireland ("AFI"), the financial institutions party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed on February 18, 2014, is incorporated herein by reference
- 10-a-2 Second Amended and Restated Pledge and Security Agreement, dated as of February 13, 2014, by and among Meritor, the subsidiaries named therein and JPMorgan Chase Bank, N.A., as Administrative Agent, filed as Exhibit 10.2 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2014, is incorporated herein by reference
- 10-a-3 Amendment No. 1 to Second Amended and Restated Credit Agreement and Second Amended and Restated Pledge and Security Agreement, dated as of September 12, 2014, among Meritor, AFI, the financial institutions party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent filed as Exhibit 10.1 to Meritor's Current Report on Form 8-K filed on September 15, 2014, is incorporated herein by reference.
- \*10-b 1997 Long-Term Incentives Plan, as amended and restated, filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed on April 20, 2005, is incorporated herein by reference.
- \*10-b-1 Form of Option Agreement under the 1997 Long-Term Incentives Plan, filed as Exhibit 10(a) to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1998 (File No. 1-13093), is incorporated herein by reference.
- \*10-c 2007 Long-Term Incentive Plan, as amended, filed as Exhibit 10-a to Meritor's Quarterly Report on Form 10-Q for the quarterly period ended April 1, 2007, is incorporated herein by reference.
- \*10-c-1 Form of Restricted Stock Agreement under the 2007 Long-Term Incentive Plan, filed as Exhibit 10-c-1 to Meritor's Annual Report on Form 10-K for the fiscal year ended September 30, 2007, is incorporated herein by reference.
- \*10-c-2 Option Agreement under the 2007 Long-Term Incentive Plan between Meritor and Charles G. McClure filed as Exhibit 10-c to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008, is incorporated herein by reference.
- \*10-d Description of Compensation of Non-Employee Directors filed as Exhibit 10-d to Meritor's Annual Report on Form 10-K for the fiscal year ended September 30, 2012 is incorporated herein by reference.
- \*10-e 2004 Directors Stock Plan, filed as Exhibit 10-a to Meritor's Quarterly Report on Form 10-Q for the quarterly period ended March 28, 2004, is incorporated herein by reference.

\*10-e-1 Form of Restricted Share Unit Agreement under the 2004 Directors Stock Plan, filed as Exhibit 10-c-3 to Meritor's Annual Report on Form 10-K for the fiscal year ended October 3, 2004, is incorporated herein by reference.

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- \*10-e-2 Form of Restricted Stock Agreement under the 2004 Directors Stock Plan, filed as Exhibit 10-c-4 to Meritor's Annual Report on Form 10-K for the fiscal year ended October 2, 2005, is incorporated herein by reference.
- \*10-f 2010 Long-Term Incentive Plan, as amended and restated as of January 23, 2014, filed as Exhibit 10-f to Meritor's Annual Report on Form 10-K for the fiscal year ended September 28, 2014 (the "2014 10-K"), is incorporated herein by reference.
- \*10-f-1 Form of Restricted Stock Unit Agreement for Employees under 2010 Long-Term Incentive Plan, filed as Exhibit 10.2 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended January 3, 2010, is incorporated herein by reference.
- \*10-f-2 Form of Restricted Stock Unit Agreement for Directors under 2010 Long-Term Incentive Plan, filed as Exhibit 10.3 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended January 3, 2009, is incorporated herein by reference.
- \*10-f-3 Form of Restricted Stock Agreement for Directors under 2010 Long-term Incentive Plan, filed as Exhibit 10.4 to Meritor's Report on Form 10-Q for the fiscal quarter ended January 3, 2010, is incorporated herein by reference.
- \*10-f-4 Description of Performance Goals for fiscal years 2014-2016 established in connection with Performance Plans under the 2010 Long Term Incentive Plan, filed as Exhibit 10-b-3 to Meritor's Annual Report on Form 10-K for the fiscal year ended September 29, 2013 (the "2013 Form 10-K"), is incorporated herein by reference.
- \*10-f-5 Form of Performance Share Agreement under 2010 Long-Term Incentive Plan, as amended, filed as Exhibit 10-e-8 to the 2013 Form 10-K, is incorporated herein by reference.
- \*10-f-6 Form of Restricted Stock Unit Agreement for Employees for grants on or after December 1, 2013 under 2010 Long-Term Incentive Plan, as amended, filed as Exhibit 10-e-9 to the 2013 Form 10-K, is incorporated herein by reference
- \*10-f-7 Form of Restricted Stock Unit Agreement for Directors for grants on or after January 23, 2014 under 2010 Long-Term Incentive Plan, as amended, filed as Exhibit 10-e-10 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2014, is incorporated herein by reference.
- \*10-f-8 Form of Restricted Stock Agreement for Directors for grants on or after on or after January 23, 2014 under 2010 Long-Term Incentive Plan, as amended, filed as Exhibit 10-e-11 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2014, is incorporated herein by reference.
- \*10-g Incentive Compensation Plan, as amended and restated, filed as Exhibit 10.6 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2010, is incorporated herein by reference.
- \*10-g-1 Description of Annual Incentive Goals established for fiscal year 2014 under the Incentive Compensation Plan, filed as Exhibit 10-b-4 to the 2013 Form 10-K, is incorporated herein by reference.
- \*10-h Deferred Compensation Plan, filed as Exhibit 10-e-1 to Meritor's Annual Report on Form 10-K for the fiscal year ended September 30, 1998 (File No. 1-13093), is incorporated herein by reference.
- \*10-i



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Form of Deferred Share Agreement, filed as Exhibit 10-a to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended January 2, 2005, is incorporated herein by reference.

\*10-j Copy of resolution of the Board of Directors of Meritor, adopted on July 6, 2000, providing for its Deferred Compensation Policy for Non-Employee Directors, filed as Exhibit 10-f to Meritor's Annual Report on Form 10-K for the fiscal year ended September 30, 2000, is incorporated herein by reference.

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10-k Receivables Purchase Agreement dated as of October 29, 2010, by and among ArvinMeritor Mascot, LLC, Meritor Heavy Vehicle Braking Systems (USA), Inc., Meritor Heavy Vehicle Systems, LLC, as sellers, an affiliate of Nordea Bank AB known as Viking Asset Purchaser No 7 IC, an incorporated cell of Viking Global Finance ICC, an incorporated cell company incorporated under the laws of Jersey (“Viking Asset Purchaser No 7 IC”), as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-c to Meritor’s Current Report on Form 8-K filed on November 2, 2010, is incorporated herein by reference.

10-k-1 Amendment No. 1 dated as of June 28, 2011 to Receivables Purchase Agreement dated as of October 29, 2010, by and among Meritor Heavy Vehicle Braking Systems (USA), Inc., Meritor Heavy Vehicle Systems, LLC and Meritor Aftermarket USA, LLC (formerly known as ArvinMeritor Mascot, LLC), as sellers, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee filed as Exhibit 10-a to Meritor’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 3, 2011, is incorporated herein by reference.

10-k-2 Amendment No. 2 dated as of September 28, 2011 to Receivables Purchase Agreement dated as of October 29, 2010, as amended, by and among Meritor Heavy Vehicle Braking Systems (USA), Inc., Meritor Heavy Vehicle Systems, LLC and Meritor Aftermarket USA, LLC, as sellers, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-b to Meritor’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2014, is incorporated herein by reference.

10-k-3 Amendment No. 3 dated as of September 28, 2012 to Receivables Purchase Agreement dated as of October 29, 2010, as amended, by and among Meritor Heavy Vehicle Braking Systems (USA), Inc., Meritor Heavy Vehicle Systems, LLC and Meritor Aftermarket USA, LLC, as sellers, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-m-9 to Meritor’s Annual Report on Form 10-K for the fiscal year ended September 30, 2012, is incorporated herein by reference

10-k-4 Amendment No. 4 dated as of October 29, 2013 to Receivables Purchase Agreement dated as of October 29, 2010, as amended, by and among Meritor Heavy Vehicle Braking Systems (USA), Inc., Meritor Heavy Vehicle Systems, LLC and Meritor Aftermarket USA, LLC, as sellers, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-m-18 to the 2013 Form 10-K, is incorporated herein by reference.

10-k-5 Amendment No. 5 dated as of June 27, 2014 to Receivables Purchase Agreement dated as of October 29, 2010, as amended, by and among Meritor Heavy Vehicle Braking Systems (USA), Inc., Meritor Heavy Vehicle Systems, LLC and Meritor Aftermarket USA, LLC, as sellers, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-b-1 to Meritor’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2014, is incorporated herein by reference.

10-1 Receivables Purchase Agreement dated as of June 28, 2011, by and among Meritor HVS AB, as seller, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-b to Meritor’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 3, 2011, is incorporated herein by reference.

10-1-1 Extension Letter dated June 10, 2013 from Meritor HVS AB to Viking Asset Purchaser No. 7 IC and Citicorp Trustee Company Limited, filed as Exhibit 10-d to Meritor’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013, is incorporated herein by reference.

10-1-2 Amendment No. 1 to Receivables Purchase Agreement dated as of June 28, 2011 among Meritor HVS AB, as seller, Viking Asset Purchaser No 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-c to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended December 29, 2013, is incorporated herein by reference.

10-1-3 Extension Letter dated June 27, 2014 from Meritor HVS AB to Viking Asset Purchaser No. 7 IC and Citicorp Trustee Company Limited, filed as Exhibit 10-a to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2014, is incorporated herein by reference.

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- 10-m Receivable Purchase Agreement dated February 2, 2012 between Meritor Heavy Vehicle Braking Systems (UK) Limited, as seller, and Viking Asset Purchaser No. 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-b to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended April 1, 2012, is incorporated herein by reference.
- 10-m-1 Extension dated January 24, 2013 of Receivable Purchase Agreement dated February 2, 2012 between Meritor Heavy Vehicle Braking Systems (UK) Limited, as seller, and Viking Asset Purchaser No. 7 IC, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-d to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2012, is incorporated herein by reference.
- 10-n Receivables Purchase Agreement dated June 18, 2012 between Meritor Heavy Vehicle Systems Cameri S.P.A., as seller, and Nordea Bank AB (pbl), as purchaser, filed as Exhibit 10-d to the Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2012, is incorporated herein by reference.
- 10-o Receivables Purchase Agreement dated June 18, 2012 among ArvinMeritor Receivables Corporation, as seller, Meritor, Inc., as initial servicer, the various Conduit Purchasers, Related Committed Purchasers, LC Participants and Purchaser Agents from time to time party thereto, and PNC Bank, National Association, as issuers of Letters of Credit and as Administrator, filed as Exhibit 10-b to the Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2012, is incorporated herein by reference.
- 10-o-1 First Amendment to Receivables Purchase Agreement dated as of December 14, 2012 among ArvinMeritor Receivables Corporation, as seller, Meritor, Inc., as initial servicer, PNC Bank, National Association, as a Related Committed Purchaser, as an LC Participant, as a Purchaser Agent, as LC Bank and as Administrator, and Market Street Funding, LLC, as a Conduit Purchaser, filed as Exhibit 10-a to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2012, is incorporated herein by reference.
- 10-o-2 Second Amendment to Receivables Purchase Agreement dated June 21, 2013 among ArvinMeritor Receivables Corporation, as seller, Meritor, Inc., as initial servicer, PNC Bank, National Association, as a Related Committed Purchaser, as an LC Participant, as a Purchaser Agent, as LC Bank and as Administrator, and Market Street Funding LLC, as a Conduit Purchaser, filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed on June 21, 2013, is incorporated herein by reference.
- 10-o-3 Third Amendment to Receivables Purchase Agreement dated as of October 11, 2013 among ArvinMeritor Receivables Corporation, as seller, Meritor, Inc., as servicer, PNC Bank, National Association, as a Related Committed Purchaser, as an LC Participant, as a Purchaser Agent, as LC Bank, as Administrator and as Assignee, and Market Street Funding LLC, as Conduit Purchaser and as Assignor, filed as Exhibit 10-m-16 to the 2013 Form 10-K, is incorporated herein by reference.
- 10-o-4 Fourth Amendment to the Receivables Purchase Agreement dated as of October 15, 2014, by and among ArvinMeritor Receivables Corporation, as Seller, Meritor, Inc., as Initial Servicer, and PNC Bank, National Association, as a Related Committed Purchaser, as an LC Participant, as a Purchaser Agent, as LC Bank and as Administrator, filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed on October 20, 2014, is incorporated herein by reference.
- 10-p Fourth Amended and Restated Purchase and Sale Agreement dated June 18, 2012 among Meritor Heavy Vehicle Braking Systems (USA), LLC, and Meritor Heavy Vehicle Systems, LLC, as originators, Meritor, Inc., as initial servicer, and ArvinMeritor Receivables Corporation, as buyer, filed as Exhibit 10-a to the Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2012, is incorporated herein by

reference.

10-p-1 Letter Agreement relating to Fourth Amended and Restated Receivables Purchase Agreement dated as of December 14, 2012 among Meritor Heavy Vehicle Braking Systems (USA), LLC, Meritor Heavy Vehicle Systems, LLC, ArvinMeritor Receivables Corporation, Meritor, Inc. and PNC Bank, National Association, filed as Exhibit 10-b to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2012, is incorporated herein by reference.

10-q Amendment, dated July 25, 2007, to Receivables Purchase Agreement dated March 13, 2006 between Meritor HVS AB, as seller, and Nordic Finance Limited, as purchaser, and Citicorp Trustee Company Limited, as programme trustee, filed as Exhibit 10-v to Meritor's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, is incorporated herein by reference.

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- 10-r Purchase and Sale Agreement dated as of August 3, 2010 among Meritor France (as Seller), Meritor, Inc. (as Seller Guarantor) and 81 Acquisition LLC (as Buyer), filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed on August 5, 2010, is incorporated herein by reference.
- 10-r-1 First Amendment dated as of December 6, 2010 to Purchase and Sale Agreement dated as of August 3, 2010 among Meritor France (as Seller), Meritor, Inc. (as Seller Guarantor) and 81 Acquisition LLC (as Buyer), filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed December 8, 2010, is incorporated herein by reference.
- 10-r-2 Second Amendment dated as of January 3, 2011 to Purchase and Sale Agreement dated as of August 3, 2010 among Meritor France (as Seller), Meritor, Inc. (as Seller Guarantor) and Inteva Products Holding Coöperatieve U.A., as assignee of 81 Acquisition LLC (as Buyer), as amended, filed as Exhibit 10 to Meritor's Current Report on Form 8-K filed on January 3, 2011, is incorporated herein by reference.
- 10-s Purchase and Sale Agreement dated August 4, 2009 among Meritor, Iochpe-Maxion, S.A. and the other parties listed therein, filed as Exhibit 10 to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2009, is incorporated herein by reference.
- \*10-t Employment Agreement between Meritor, Inc. and Jeffrey Craig dated May 1, 2013, filed as Exhibit 10-c to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, is incorporated herein by reference.
- \*10-u Employment Agreement between Meritor, Inc. and Kevin Nowlan dated May 1, 2013, filed as Exhibit 10-f to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, is incorporated herein by reference.
- \*10-v Letter Agreement dated as of June 5, 2013 between Meritor, Inc. and Ivor J. Evans filed as Exhibit 10-a to Meritor's Current Report on Form 8-K filed on June 5, 2013, is incorporated herein by reference.
- \*10-w Letter Agreement dated as of September 11, 2013 between Meritor, Inc. and Ivor J. Evans filed as Exhibit 10-a to Meritor's Current Report on Form 8-K filed on September 11, 2013, is incorporated herein by reference.
- \*10-x Option Grant agreement dated as of September 11, 2013 between Meritor, Inc. and Ivor J. Evans, filed as Exhibit 10-z to the 2013 Form 10-K, is incorporated herein by reference.
- \*10-y Form of Performance Share Agreement for grant from Meritor, Inc. to Jeffrey Craig on December 1, 2013, filed as Exhibit 10-zz to the 2013 Form 10-K, is incorporated herein by reference.
- \*10-z Employment Agreement between Meritor, Inc. and Vernon G. Baker, II dated May 1, 2013, filed as Exhibit 10-b to Meritor's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, is incorporated herein by reference.
- \*10-z-1 Letter Agreement dated January 27, 2014 between Meritor, Inc. and Vernon G. Baker, II, filed as Exhibit 10.1 to Meritor's Current Report on Form 8-K filed on January 27, 2014, is incorporated herein by reference.
- \*10-z-2 Support Services Agreement dated January 27, 2014 between Meritor, Inc. and Vernon G. Baker, II, filed as Exhibit 10.2 to Meritor's Current Report on Form 8-K filed on January 27, 2014, is incorporated herein by reference.

\*10-aa Letter Agreement, dated as of February 1, 2014 between Meritor, Inc. and Sandra J. Quick, filed as Exhibit 10-aa to the 2014 10-K, is incorporated herein by reference.

12 Computation of ratio of earnings to fixed charges, filed as Exhibit 12 to the 2014 10-K, is incorporated herein by reference.

21 List of Subsidiaries of Meritor, Inc., filed as Exhibit 21 to the 2014 10-K, is incorporated herein by reference.

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- 23-a Consent of Sandra J. Quick, Esq., Senior Vice President, General Counsel and Secretary, filed as Exhibit 23-a to the 2014 10-K, is incorporated herein by reference.
- 23-b Consent of Deloitte & Touche LLP, independent registered public accounting firm, filed as Exhibit 23-b to the 2014 10-K, is incorporated herein by reference.
- 23-c Consent of Bates White LLC, filed as Exhibit 23-c to the 2014 10-K, is incorporated herein by reference.
- 23-d\*\* Consent of Deloitte & Touche LLP, independent auditors, relating to the financial statements of Meritor WABCO Vehicle Control Systems.
- 24 Power of Attorney authorizing certain persons to sign the Annual Report on Form 10-K on behalf of certain directors and officers of Meritor, filed as Exhibit 24 to the 2014 10-K, is incorporated herein by reference.
- 31-a\*\* Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act.
- 31-b\*\* Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act.
- 32-a\*\* Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) under the Exchange Act and 18 U.S.C. Section 1350.
- 32-b\*\* Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) under the Exchange Act and 18 U.S.C. Section 1350.

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\* Management contract or compensatory plan or arrangement.

\*\* Filed herewith.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MERITOR, INC.

By: /s/ Sandra J. Quick  
Sandra J. Quick  
Senior Vice President, General Counsel and Corporate  
Secretary

Date: December 12, 2014

MERITOR, INC.

By: /s/ Kevin A. Nowlan  
Kevin A. Nowlan  
Senior Vice President and Chief Financial Officer

Date: December 12, 2014