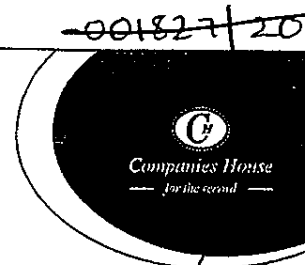


OS IN01

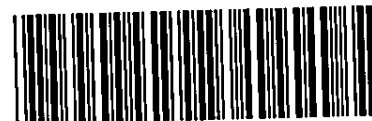
Registration of an overseas company opening a
UK establishment

790630/20



A fee is payable with this form
Please see 'How to pay' on the last page

TUESDAY



A4N8MJW

A57 27/04/2010 224

COMPANIES HOUSE

A16 22/02/2010 110

COMPANIES HOUSE

FC 29571

Part 1

Overseas company details (Name)

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to Section A1
- To register using an alternative name, go to Section A2.

→ Filling in this form

Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1

Corporate company name

Corporate name^①

ArvinMentor Commercial Vehicle Aftermarket AG

^① This must be the corporate name in the home state or country in which the company is incorporated under which you propose to carry on business in the UK

A2

Alternative name

The company wishes to register an alternative name under which it proposes to carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name^②

Alternative name
(if applicable)^③

^② Please give your corporate name as incorporated in your home state or country

^③ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006

A3

Overseas company name restrictions^④

This section does not apply to a European Economic Area (EEA) company registering its corporate name

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

^④ Overseas company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website
www.companieshouse.gov.uk

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details**B1 Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes☒ No

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

❶ This includes whether the company is a private or public company or whether or not the company is limited

Legal form ❸

Stock Corporation (Aktiengesellschaft), Limited, Private

Country of
incorporation *

Switzerland

Identity of register
in which it is
registered ❹

Trade Register of Canton Zurich

Registration number in
that register

CH-020 3 023 292-9

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

❶ This means the relevant rules or legislation which regulates the incorporation of companies in that state

Governing law ❷

Swiss law *Swiss Code of Obligations*
Issued by the Parliament of the Swiss Confederation

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

OS IN01

Registration of an overseas company opening a UK establishment

		Please give the period for which the company is required to prepare accounts by parent law.							
From	d	0	d	1	m		1	m	0
To	d	3	d	0	m		0	m	9
		Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period							
Months		0	6						

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

Part 3 Constitution

C1	Constitution of company^① The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below. <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution. <input checked="" type="checkbox"/> I enclose a certified translation, if applicable	① A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'.	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration.	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ^② Building name/number Street Neugutstrasse 89 Post town CH-8600 Dübendorf County/Region Postcode 8 6 0 0 Country Switzerland Please give the objects of the company and the amount of issued share capital Objects of the company ^③ Amount of issued share capital ^④	② This address will appear on the public record ③ Please give a brief description of the company's business. ④ Please specify the amount of shares issued and the value

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
 → No Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**D1 Secretary details^①**

Use this section to list all the secretaries of the company
 Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	None
Surname	
Former name(s) ^②	

① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Secretary's service address^③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority	<input type="checkbox"/> Limited ^④ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤
If applicable, name(s) of person(s) with whom you are acting jointly	

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^①	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm	None	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^②	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5	Corporate secretary's authority	
	Please enter the extent of your authority as corporate secretary. Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	 	

Director

F1 Director details ^①		
Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		① Corporate details Please use Sections G1-G5 to enter corporate director details.
Full forename(s)	Maurice	② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
Surname	Haft	
Former name(s) ^②		③ Country/State of residence This is in respect of your usual residential address as stated in Section F3.
Country/State of residence ^③	Switzerland	
Nationality	U S A	④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Date of birth	<div>d</div> 3 <div>d</div> 0 <div>m</div> 0 <div>m</div> 3 <div>y</div> 1 <div>y</div> 9 <div>y</div> 4 <div>y</div> 9	
Business occupation (if any) ^④	Managing Director	
F2 Director's service address ^⑤		
Building name/number		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	Neugutstrasse 89	
Post town	CH-8600 Dübendorf	
County/Region		
Postcode	<div>8</div> <div>6</div> <div>0</div> <div>0</div> <div></div> <div></div> <div></div> <div></div>	
Country	Switzerland	

OS IN01

Registration of an overseas company opening a UK establishment

F4	Director's authority	
	Please enter the extent of your authority as director Please tick one box.	
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Corporate Delegation of Authority	
	Are you authorised to act alone or jointly? Please tick one box	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly	Edith Spillman	
	Michael Boe	
	Peter Altenburger	


① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01 - continuation page




Registration of an overseas company opening a UK establishment

Director

F1 Director details ^①	
Please use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5	
Full forename(s)	Edith
Surname	Spillman
Former name(s) ^②	
Country/State of residence ^③	Switzerland 
Nationality	Swiss
Date of birth	d 1 d 5 m 0 m 6 y 1 y 9 y 6 y 1
Business occupation (if any) ^④	Human Resources Manager
<div> <div>① Corporate details</div> <div>Please use Sections G1-G5 to enter corporate director details.</div> </div> <div> <div>② Former name(s)</div> <div>Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes</div> </div> <div> <div>③ Country/State of residence</div> <div>This is in respect of your usual residential address as stated in Section F3</div> </div> <div> <div>④ Business occupation</div> <div>If you have a business occupation, please enter here If you do not, please leave blank</div> </div>	
F2 Director's service address ^⑤	
Building name/number	
Street	Neugutstrasse 89
Post town	CH-8600 Dübendorf
County/Region	
Postcode	8 6 0 0
Country	Switzerland
<div> <div>⑤ Service address</div> <div>This is the address that will appear on the public record This does not have to be your usual residential address.</div> <div>If you provide your residential address here it will appear on the public record</div> </div>	

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4	Director's authority	
	Please enter the extent of your authority as director Please tick one box.	
Extent of authority	<input checked="" type="checkbox"/> Limited ① <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Corporate Delegation Authority	
	Are you authorised to act alone or jointly? Please tick one box	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly	Maunce Haft 	
	Michael Boe 	
	Peter Altenburger 	

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ①	
Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
G2 Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3 EEA companies ②	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③	
Registration number	
G4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

G5 Corporate director's authority	
	Please enter the extent of your authority as corporate director. Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3 .	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. <input checked="" type="checkbox"/> In respect of this establishment. Please go to Section H4 . <input type="checkbox"/> In respect of another UK establishment. Please give the registration number below, then go to Section H4 .	Please tick the appropriate box.
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01

Registration of an overseas company opening a UK establishment

H4		Particulars of UK establishment ①	
		Please enter the name and address of the UK establishment.	
Name of establishment	ArvinMeritor Commercial Vehicle Aftermarket AG		
Building name/number	X		
Street	Park Lane		
	Great Aine		
Post town	Alcester		
County/Region	Warwickshire		
Postcode	B 4 9 6 H S		
Country	United Kingdom		
	Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	d 0 d 1 m 1 m 0 y 2 y 0 y 0 y 0		
Business carried on at the UK establishment	Remanufacturing, Administration		

① Address
This is the address that will appear on the public record

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**.

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s) Darren

Surname Hawkes

J2 Permanent representative's service address ①

Building name/number

X

Street

Park Lane

Great Alne

Post town

Alcester

County/Region

Warwickshire

Postcode

B 4 9 6 H S

Country

United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☒ Limited ②
☐ Unlimited

Description of limited authority, if applicable

Corporate Delegation of Authority on a limited basis

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

- Yes Please enter the name and service address of every person(s) authorised below
- No Tick the box below then go to Part 8 'Signature'

☐ If there is no such person, please tick this box

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete Sections K1-K2

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Darren
Surname	Hawkes

K2 Service address of person authorised to accept service ^①

Building name/number	X
Street	Park Lane
	Great Alne
Post town	Alcester
County/Region	Warwickshire
Postcode	B 4 9 6 H S
Country	United Kingdom

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address. This may be the registered office or principal office address or the address of the UK establishment as the case may be. Please note a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X

Maurice Haff

X

This form may be signed by
Director, Secretary, Permanent representative.

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **David Kurka**

Company name **ArvinMeritor Commercial Vehicle**

Aftermarket

Address **Neugutstrasse 89**

Post town **8600 Dübendorf**

County/Region

Postcode **8 6 0 0**

Country **Switzerland**

DX

Telephone **+41 44-824-8202**

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland:

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 NR Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

ALTENBURGER

ARTICLES OF ASSOCIATION

of

ArvinMeritor Commercial Vehicle Aftermarket Ltd
ArvinMeritor Commercial Vehicle Aftermarket AG
ArvinMeritor Commercial Vehicle Aftermarket SA

I. CORPORATE NAME, DURATION, REGISTERED OFFICE AND PURPOSE OF THE CORPORATION

Article 1 Corporate Name, Duration

Under the corporate name

ArvinMeritor Commercial Vehicle Aftermarket Ltd
(ArvinMeritor Commercial Vehicle Aftermarket AG)
(ArvinMeritor Commercial Vehicle Aftermarket SA)

a Corporation exists pursuant to Swiss law The duration of the Corporation is unlimited

Article 2 Registered Office

The registered office of the Corporation is in Dübendorf

The Corporation may open branches in Switzerland or abroad

Article 3 Purpose

The purpose of the Corporation is the purchase, sale, distribution and marketing of trailer axles, truck axles and other complementary products for the commercial vehicle aftermarket as well as related activities

The Corporation may perform any activities which are apt to enhance and to facilitate the development of the company and to achieve the Corporation's purpose The Corporation may acquire similar companies in Switzerland and abroad, take participations in such companies and may acquire and sell real estate

II. SHARE CAPITAL AND SHARES

Article 4 Share capital

The share capital of the Corporation amounts to CHF 100,000 00 and is divided into 100,000 registered shares with a par value of CHF 1 00 per share The share capital is fully paid-in



ALTENBURGER

The Board of Directors may decide to issue certificates for an undetermined number of shares instead of issuing certificates for each title

Article 5 Conversion of shares

By amending the Articles of Association the General Meeting of Shareholders may, at any time, convert bearer shares into registered shares and registered shares into bearer shares

Article 6 Shareholders' register for registered shares

The Corporation shall maintain a shareholders' register with the names and addresses of the shareholders and usufructuaries of registered shares. A valid registration shall only be possible based on a resolution of the Board of Directors. In case of change of address the shareholder is obliged to inform the Corporation in writing of his/her new address, any notifications of the Corporation shall validly be made to the address as recorded in the shareholders' register until the change of address has been notified by the shareholder.

Only the shareholders and usufructuaries registered in the shareholders' register shall exercise their membership rights towards the Corporation (subject to art. 685c para. 3 of the Swiss Code of Obligations, "CO").

Article 7 Restriction on Transferability

In order to be valid towards the Corporation, the transfer of the property or the concession of a usufruct on the registered shares is subject to the written approval by the Board of Directors. As long as no consent has been given, the ownership of the shares together with all rights linked thereto shall remain with the seller. In the event of the acquisition of shares due to inheritance, matrimonial property law or forced sale the ownership and the financial rights may be transferred immediately to the acquirer, while the transfer of the rights to participate will be subject to the consent of the Board of Directors. Consent is deemed to have been given if the Board of Directors refuses or refuses wrongfully its consent within three months after the receipt of the application.

The Board of Directors may refuse the approval for important reasons. The following constitute important reasons:

- Acquirers who manage or participate in an enterprise which competes with the Corporation and/or one of its affiliated companies
- Acquirers who exercise an activity which competes directly or indirectly with the Corporation and/or one of its affiliated companies
- Endangerment of the economical independence of the Corporation and/or its affiliated companies



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- Incompatibility of the acquirer with the purpose of the Corporation and/or its affiliated companies

Furthermore the Board of Directors may refuse the registration into the shareholders' register if upon request the acquirer does not declare having acquired the shares in its own name and for its own interest

Approval may be refused without stating reasons, if the Board of Directors resolves to take over the shares at their market value at the time of the request for approval, for the account of the Corporation, certain shareholders, or third parties

Article 8 Subscription Rights

In case of an increase of the share capital by virtue of issuing additional shares the shareholders have a subscription right in proportion to the nominal value of their previously registered shares

Along with the resolution regarding the increase of the share capital, the General Meeting of Shareholders may, but only for valid reasons, decide on a divergent rule regarding the subscription rights, in particular the allocation of a part or all of the newly issued shares to non-shareholders. Valid reasons are, in particular, the takeover of an enterprise, of parts of an enterprise, of participations, as well as participation of employees. No one shall have an undue advantage or disadvantage due to the fact that the subscription right will not apply

III. ORGANIZATION OF THE CORPORATION

A. THE GENERAL MEETING OF THE SHAREHOLDERS

Article 9 Competence and Assignments

The General Meeting of Shareholders is the supreme corporate body of the Corporation. Its competence and organization are conform to articles 698 – 706b CO. It shall have the following non-transferable powers

- 1 the adoption and the amendment of the Articles of Association,
- 2 the appointment of the members of the Board of Directors and the Auditors,
- 3 the approval of the annual report;
- 4 the approval of the annual accounts as well as the passing of resolutions regarding the use of the balance sheet profits and, in particular, the declaration of dividends as well as profit sharing by directors,
- 5 the release and holding harmless of the members of the Board of Directors,



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- 6 the passing of resolutions regarding issues being reserved to the General Meeting of Shareholders either by law or the Articles of Association

Furthermore and subject to article 716a CO the General Meeting of Shareholders decides on all issues being submitted to it by the Board of Directors

Article 10 Ordinary and extraordinary Shareholders' Meetings

The ordinary General Meeting of Shareholders shall be held annually within six months after the end of each business year at the registered seat of the Corporation or at any other place determined by the Board of Directors

Extraordinary General Meetings of the Shareholders' shall be called as often as necessary, upon a resolution of the General Meeting of Shareholders, a resolution of the Board of Directors or of a request of any member of the Board of Directors, upon request of the Auditors, of the liquidator or, finally, upon request of shareholders representing at least ten percent of the share capital, setting forth in writing the items to be discussed and the proposals to the Board of Directors. The General Meeting of Shareholders shall be convened within two months upon entry of the request

Article 11 Convening, Deadline for Issuing Invitations and Form

General Meetings of Shareholders shall be convened by the Board of Directors or in cases foreseen by the law by the Auditors or the liquidators

Notice of the General Meeting of Shareholders shall be given not less than twenty days prior to the day of the Meeting. The letter convening the Shareholders shall state the agenda, the proposals of the Board of Directors and the proposals of the shareholders who have either requested the Shareholders Meeting or a specific item to be included on the agenda (art 699 para 3 CO)

The business report (annual report, profit and loss statement, balance sheet and attachment) as well as the Auditors' report must be made available for inspection by the shareholders at the registered office of the Corporation or at possible branches at least twenty days prior to the date of the General Meeting of Shareholders

Shareholders shall be informed in writing as stated in article 26, infra

In case of bearer shares a publication in the Swiss Official Gazette of Commerce (SOGC) is required

Article 12 Universal General Meeting of Shareholders

As long as the owners or representatives of all the shares are present and if no objection is raised, a General Meeting of Shareholders may be held without complying with the formal requirements for the convening of the General Meeting of Shareholders (Universal General



Meetings of Shareholders) As long as the owners or representatives of all the shares are present, all subjects may be validly discussed and decided upon at such meeting

Article 13 Organization of the General Meeting of Shareholders

The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors, or, in case of his absence, by another member of the Board of Directors appointed by the Board of Directors. In case of absence of the members of the Board of Directors the chairman, who does not need to be a shareholder, shall be elected by the General Meeting of Shareholders.

The Chairman designates a Secretary who will keep the minutes as well as the counters of the votes who need not be shareholders, these two functions may be delegated to one single person.

The minutes shall be kept in accordance with article 702 para 2 CO. They have to give information on the number, type, par value and classes of shares represented by the shareholders, by corporate bodies, by independent proxies of voting rights, and by proxies for deposited shares. Furthermore the minutes need to include the resolutions and results of elections, the requests for information and the respective replies, as well as the statements for the record made by the shareholders.

The shareholders have the right to inspect the minutes.

Article 14 Voting Rights and Proxy

Each share entitles to one vote.

Are allowed to vote:

- a) In case of registered shares, the shareholders and the usufructuaries named and being registered in the shareholders' registry at least twenty days prior to the day of the Meeting,
- b) in case of bearer shares, all persons, who at the beginning of the General Meeting of Shareholders identify themselves as shareholders by using the share certificate or an alternative identification as described by the Board of Directors in the invitation.

Subject to a representation required by law, the shareholders can be represented if a written proxy is presented. Decisions on the admission of representation proxies shall be taken by the attending members of the Board of Directors.

Article 10 Quorum

The General Meeting of Shareholders shall have quorum if the majority of the voting shares is represented.

The General Meeting of Shareholders shall pass its resolutions and carry out its elections upon an absolute majority of the voting shares represented. If no absolute majority can be achieved,



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there shall be a second ballot at which the relative majority of the shares represented shall decide, and in case of tied vote, the Chairman shall have casting vote. Subject to right of the Shareholders to ask for a secret vote, the Chairman shall decide on the voting and election modus.

The General Meeting of Shareholders shall pass important resolutions according to article 704 CO if at least two thirds of the votes represented together with the absolute majority of the par value of shares represented agree.

B. THE BOARD OF DIRECTORS

Article 16 Term of Office, Constitution

The Board of Directors consists of one or several members who shall be elected by the General Meeting of Shareholders. The term of office of a member of the Board of Directors shall expire upon the end of the next ordinary General Meeting of Shareholders. The members may assume office only after becoming shareholders of the Corporation. Re-election is unlimitedly possible.

The Board of Directors shall constitute itself.

Article 17 Competence and Signatory Rights

The Board of Directors is entrusted with the ultimate direction of the Corporation. It represents the Corporation towards third parties and attends to all matters, which are not reserved for the General Meeting of Shareholders or for another corporate body of the Corporation either by the Articles of Association or constraining law.

The Board of Directors has the following non-transferable and inalienable duties:

1. the ultimate management of the Corporation and the issuance of the necessary directives,
2. the determination of the organizational structure of the Corporation,
3. the organization of the accounting, the financial control, as well as the financial planning, if necessary for the management of the Corporation,
4. the appointment and recall of the persons entrusted with the management and representation of the Corporation,
5. the ultimate supervision of the activity of persons entrusted with the management of the Corporation, in particular with respect to compliance with the applicable law, the Articles of Association, regulations and directives,



- 6 the preparation of the business report, as well as the General Meeting of Shareholders and the implementation of the latter's resolutions,
- 7 the adoption of measures in the event of loss of capital and the information of the judge in the event of over-indebtedness

The Board of Directors shall appoint the signatories of the Corporation and determine the type of their signatory right (single signature or joint agent signature at two)

The Board of Directors may delegate the preparation and the implementation of its resolutions or the supervision of its businesses to commissions or to individual members. It shall arrange for an appropriate reporting to its members.

Article 18 Organization and Delegation of Competence

The Board of Directors shall be authorized to fully or partially delegate the management of the Corporation, in accordance with an organizational regulation, to individual members (delegates of the Board of Directors) or to third parties, that not need be shareholders.

To the extent the management has not been delegated, it shall be vested jointly in the members of the Board of Directors.

Article 19 Calling, Quorum and Circular Resolution

Upon calling of the Chairman of the Board of Directors or, in case of his absence, upon calling of another of its members the Board of Directors shall resume as often as necessary. Any member of the Board of Directors may, stating the reasons, request the Chairman to immediately call a meeting.

The Board of Directors shall have quorum if the majority of its members participates at oral deliberations and ballots. Subject to resolutions according to articles 651a, 652g, 653g CO, which may be passed by the Board of Directors without respecting the quorum.

The Board of Directors shall pass its resolutions upon the majority of the votes cast. In case of tie vote the Chairman shall have casting vote.

Subject to any member of the Board asking for an oral deliberation, resolutions of the Board of Directors may be adopted by virtue of a circular resolution, on which all reachable members of the Board representing at least the majority of all the Members of the Board, must have given their unanimous consent in writing (transmitted either by courier or fax).

Article 20 Minutes

Minutes of the deliberations and resolutions of the Board of Directors shall be kept. The minutes shall be signed both, by the Chairman and the Secretary of the Board of Directors, and shall be



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promptly submitted to the members of the Board of Directors. A third party which does not have to be a shareholder or a member of the Board of Directors may act as Secretary.

Upon order of the Chairman or the explicit request of a member the minutes shall reflect in detail and literally the deliberations.

C. THE AUDITORS

Article 21 Eligibility and Duties

The General Meeting of Shareholders elects each year one or several individuals or companies as Auditors according to articles 727 et seq. CO for a term of one business year. The Auditors have the rights and obligations pursuant to the legal provisions.

The Board of Directors may instruct the Auditors to elaborate interim audits.

IV. ANNUAL FINANCIAL STATEMENT AND PROFIT ALLOCATION

Article 22 Business Year

The Board of Directors defines the business year.

Article 23 Annual Financial Statements

The profit and loss statement, the balance sheet and the annex shall be drawn up in accordance with the generally accepted commercial principles as well as in compliance with the legal provisions (articles 662a – 670 CO).

Article 24 Distribution of Profits shown in the Balance Sheet

Subject to the legal provisions regarding the allocation of the legal reserves (articles 671 et seq. CO) and after the approval of the annual report, the General Meeting of Shareholders may dispose of the balance sheet profits of a business year.

After hearing of the Board of Directors the General Meeting of Shareholders shall decide on the treatment of a loss.



V. DISSOLUTION AND LIQUIDATION

Article 25 Resolution regarding the Dissolution and Liquidation

The General Meeting of Shareholders may at any time resolve the dissolution, liquidation or merger of the Corporation in accordance with the provisions of the law and of the Articles of Association

The liquidation shall be carried out by the Board of Directors or liquidators which shall be elected by the General Meeting of Shareholders

VI. NOTICES AND ANNOUNCEMENTS

Article 26 Publication Instrument; Announcements to the Shareholders

The publication instrument of the Corporation is the Swiss Official Gazette of Commerce. Notices of the Corporation to the registered shareholders shall be made by registered mail

Notices to the bearer shareholders shall be made by publication in the Swiss Official Gazette of Commerce or shall be mailed to their latest indicated address, if all shareholders are known to the Board of Directors and if no constraining law foresees otherwise (art. 696 para. 2 CO)

Zürich, September 19, 2006

The Chairman

The Secretary

CERTIFIED TO BE A CORRECT TRANSLATION



(M. HAFT)

.....
DIRECTOR
ARVIMMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

***ARVINMERITOR
COMMERCIAL VEHICLE
AFTERMARKET AG,
DÜBENDORF***

*Financial Statements for the Financial Year Ended
September 27, 2009 and Report of the
Statutory Auditor*

Report of the Statutory Auditor

To the General Meeting of

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG, DUBENDORF

As statutory auditor, we have audited the accompanying financial statements of ArvinMeritor Commercial Vehicle Aftermarket AG, which are comprised of the balance sheet, statement of income and notes, for the year ended September 27, 2009

Board of Directors' Responsibility

The Board of Directors is responsible for the preparation of the financial statements in accordance with the requirements of Swiss law and the Company's articles of incorporation. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

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 Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance 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 the internal control system relevant to the entity's preparation 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 entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, 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 for the financial year ended September 27, 2009 comply with Swiss law and the Company's articles of incorporation.

Report on Other Legal Requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (Swiss Code of Obligations ("CO") Article 728) and that there are no circumstances incompatible with our independence

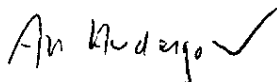
In accordance with Article 728a, paragraph 1, item 3, CO, and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Deloitte AG



Bernd Pietrus
Licensed Audit Expert
Auditor in Charge



Albane Audergon
Licensed Audit Expert

Zurich, February 19, 2010
BPI/AAU/mip

Enclosures

- Financial statements (balance sheet, statement of income and notes)
- Proposed appropriation of available earnings

STATEMENT OF DETAILS OF PARENT LAW AND OTHER INFORMATION

UNDER SECTION 33 OF THE OVERSEAS COMPANIES REGULATIONS 2009

ArvinMeritor Commercial Vehicle Aftermarket AG prepares its accounts in accordance with Swiss law and Swiss generally accepted accounting principles under the Swiss Code of Obligations issued by the Parliament of the Swiss Confederation

The accounts are audited in accordance with Swiss generally accepted auditing standards which are issued by the Swiss Institute of Certified Accountants and Tax Consultants

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

BALANCE SHEET AT SEPTEMBER 27, 2009 AND SEPTEMBER 28, 2008

	<u>NOTES</u>	<u>2009</u> <u>EUR</u>	<u>CHF</u>	<u>2008</u> <u>CHF</u>
<u>ASSETS</u>				
CURRENT ASSETS				
Cash		1,803	2,721	2,719
Accounts receivable trade				
- Third parties		250,740	378,417	-
- Affiliated companies		8,748,235	13,202,836	68,297,934
Other receivables				
- Third parties		1,483,300	2,238,596	1,079,659
- Affiliated companies		55,376,587	83,574,345	120,109,195
Inventory		15,773,727	23,805,709	17,463,529
Prepaid expenses & deposits		148,705	224,426	1,160,987
Total current assets		81,783,097	123,427,050	208,114,023
NON-CURRENT ASSETS				
Fixed assets	4	352,440	531,903	497,312
Total non-current assets		352,440	531,903	497,312
TOTAL ASSETS		<u>82,135,537</u>	<u>123,958,953</u>	<u>208,611,335</u>

See notes to the financial statements

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

BALANCE SHEET AT SEPTEMBER 27, 2009 AND SEPTEMBER 28, 2008

	<u>NOTES</u>	<u>EUR</u>	<u>2009</u> <u>CHF</u>	<u>2008</u> <u>CHF</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>				
LIABILITIES				
Accounts payable trade				
-Third parties		5,234,064	7,899,249	20,198,335
-Affiliated companies		12,780,963	19,289,029	58,430,624
Accrued expenses		8,272,140	12,484,314	12,131,976
Accrued taxes		1,552,442	2,342,945	2,742,520
Shareholder loan-current	5	-	-	47,688,000
Unrealized foreign currency exchange gains		-	-	470,851
Total liabilities		<u>27,839,609</u>	<u>42,015,537</u>	<u>141,662,306</u>
SHAREHOLDERS' EQUITY				
Share capital		65,638	100,000	100,000
General reserve		128,365	200,000	150,000
Available earnings		<u>54,101,925</u>	<u>81,643,416</u>	<u>66,699,029</u>
-Total shareholders' equity		<u>54,295,928</u>	<u>- 81,943,416</u>	<u>66,949,029</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u><u>82,135,537</u></u>	<u><u>123,958,953</u></u>	<u><u>208,611,335</u></u>

See notes to the financial statements

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

STATEMENT OF INCOME FOR THE FINANCIAL YEARS ENDED SEPTEMBER 27, 2009 AND SEPTEMBER 28, 2008

	NOTES	2009 EUR	CHF	2008 CHF
NET SALES		94,446,970	142,943,278	179,969,158
COST OF SALES		(64,272,352)	(97,274,700)	(121,845,203)
GROSS PROFIT		30,174,618	45,668,578	58,123,955
OPERATING EXPENSES				
Personnel		(6,138,478)	(9,290,443)	(9,755,144)
Trade royalty		(939,334)	(1,421,660)	(1,781,947)
Depreciation		(99,169)	(150,090)	(140,368)
Goodwill amortization	6	-	-	(6,433,113)
Legal		(295,907)	(447,848)	(365,106)
Consulting services		(216,355)	(327,448)	(364,609)
Communication		(259,985)	(393,481)	(383,212)
Rent		(280,092)	(423,913)	(394,494)
Travel and car		(491,310)	(743,586)	(853,331)
Sales and marketing		(1,080,225)	(1,634,895)	(3,271,596)
Information technology		(150,243)	(227,389)	(91,055)
Logistic support		(3,212,332)	(4,861,789)	(5,479,160)
Administration		(2,902,479)	(4,392,834)	(6,615,756)
Total other operating expenses		(16,065,909)	(24,315,376)	(35,928,891)
OPERATING PROFIT FOR THE YEAR		14,108,709	21,353,202	22,195,064
OTHER INCOME / (EXPENSES)				
Intercompany interest		1,194,614	1,808,020	4,222,363
Foreign exchange loss		(2,289,654)	(3,465,338)	(1,912,897)
Translation loss		-	(3,438,282)	(1,015,883)
Non operating income		11,651	17,633	135,932
Other (expenses) / income, net		(1,083,389)	(5,077,967)	1,429,515
INCOME BEFORE TAX		13,025,320	16,275,235	23,624,579
TAX		(846,295)	(1,280,848)	(1,581,530)
NET INCOME FOR THE YEAR		12,179,025	14,994,387	22,043,049
AVAILABLE EARNINGS, BEGINNING OF YEAR		41,954,350	66,699,029	44,705,980
ALLOCATION TO RESERVE		(31,450)	(50,000)	(50,000)
AVAILABLE EARNINGS, END OF YEAR		54,101,925	81,643,416	66,699,029

See notes to the financial statements

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED SEPTEMBER 27, 2009 AND SEPTEMBER 28, 2008

1. GENERAL

ArvinMeritor Commercial Vehicle Aftermarket AG (the "Company") was incorporated in Zurich in June 2000. The Company's main activities are the marketing and distribution of commercial vehicle aftermarket parts for braking, trailer axle, driveline and other complementary products throughout Europe and the rest of the world.

The Company's financial year ends on the Sunday nearest to September 30.

2. SIGNIFICANT ACCOUNTING POLICIES

General - The Company presents these financial statements in accordance with Swiss law.

Transactions in Foreign Currencies - Translation of the Euro financial statements into Swiss Francs is performed as follows:

a)	Assets and liabilities, except accounts noted in b)	- current rate
b)	Shareholders' equity	- historical rate
c)	Income and expenses, except goodwill amortization	- average rate - historical rate

Foreign currency transaction and translation results are included in the statement of income, except for net unrealized foreign exchange gains, which are deferred.

3. RISK ASSESSMENT

The Board of Directors together with the management and key employees of ArvinMeritor Commercial Vehicle Aftermarket AG have analyzed the key risks of the Company with regards to financial reporting. These risks were summarized in a risk catalogue during a meeting as of September 24, 2009. Based on the risk catalogue the Company identified key controls and prepared a controls listing with references to examples.

It is planned to perform this risk assessment and update of key controls at least annually. In addition there are multiple reporting requirements for group reporting purposes that also address close monitoring of the Company.

4. FIXED ASSETS

The fixed assets are insured under a worldwide all-risk policy of the ArvinMeritor Group.

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED
SEPTEMBER 27, 2009 AND SEPTEMBER 28, 2008**

5 SHAREHOLDER LOAN

A loan agreement between the Company and Meritor Finance Cayman Islands Ltd (the "Lender") for an amount of Euros 30,000,000 in the form of a long term loan was signed June 15, 2004 to ratify the loan agreement effective date January 24, 2002. No interest was due to the Lender for the period during which the loan was remained outstanding. The loan was paid back during the financial year 2008 / 2009.

6. GOODWILL

In years prior to 2004, the Company amortized goodwill over a twelve year life. In fiscal year 2004, the amortization policy was changed based on prudence. Accordingly, the remaining net book value of goodwill from that date forward has been amortized over 5 years. At the end of the financial year 2008 the goodwill was fully written off.

7. FOREIGN CURRENCY HEDGING

In prior years the Company participated in a foreign currency hedging program administered by the Corporate treasury department of its ultimate parent, ArvinMentor, Inc. The purpose of the program was to hedge foreign exchange risk for transactions denominated in Swiss Francs (CHF) against the Euro, British Pounds (GBP) against the Euro and US Dollars (USD) against Euro. Below are the open notional amounts and related unrealized gains or losses recorded in the Company's records as of September 28, 2008.

Positions	Notional amount	Unrealized gain/(loss) in Euro
<i>Purchase</i>		
- GBP	4,201,382	66,074
- CHF	12,075,109	56,411
<i>Sale</i>		
- GBP	46,921,002	(1,697,106)
- USD	5,051,927	35,741

In current year, the Company stopped the foreign currency hedging. Therefore, no open notional amounts as per September 27, 2009 are recorded.

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED
SEPTEMBER 27, 2009 AND SEPTEMBER 28, 2008**

8. HIDDEN RESERVE

Hidden reserves amounting to CHF 473,983 were released in 2009 (2008 nil)

9. CONSISTENCY

Some prior year balances have been reclassified to be consistent by current year presentation

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

PROPOSED APPROPRIATION OF AVAILABLE EARNINGS

The Directors of ArvinMeritor Commercial Vehicle Aftermarket AG propose that the balance of available earnings amounting to CHF 81,643,416 at September 27, 2009 be carried forward

***ARVINMERITOR
COMMERCIAL VEHICLE
AFTERMARKET AG***

*Financial Statements for the period from June 23,
2000 (date of incorporation) to September 30, 2001
and Auditors' Report*

STATEMENT OF DETAILS OF PARENT LAW AND OTHER INFORMATION

UNDER SECTION 33 OF THE OVERSEAS COMPANIES REGULATIONS 2009

ArvinMeritor Commercial Vehicle Aftermarket AG prepares its accounts in accordance with Swiss law and Swiss generally accepted accounting principles under the Swiss Code of Obligations issued by the Parliament of the Swiss Confederation

The accounts are audited in accordance with Swiss generally accepted auditing standards which are issued by the Swiss Institute of Certified Accountants and Tax Consultants

REPORT OF THE STATUTORY AUDITORS

To the general meeting of the shareholders of
ArvinMeritor Commercial Vehicle Aftermarket AG, Dubendorf, Zurich

As statutory auditors, we have audited the accounting records and the financial statements (balance sheet, statement of income and notes) of ArvinMeritor Commercial Vehicle Aftermarket AG, Dubendorf, for the period from June 23, 2000 (date of incorporation) to September 30, 2001

These financial statements are the responsibility of the board of directors. Our responsibility is to express an opinion on these financial statements based on our audit. We confirm that we meet the legal requirements concerning professional qualification and independence.


Our audit was conducted in accordance with auditing standards promulgated by the Swiss profession, which require that an audit be planned and performed to obtain reasonable assurance about whether the financial statements are free from material misstatement. We have examined on a test basis evidence supporting the amounts and disclosures in the financial statements. We have also assessed the accounting principles used, significant estimates made and the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the accounting records, the financial statements and the proposed appropriation of available earnings comply with Swiss law and the Company's articles of incorporation.

We recommend that the financial statements submitted to you be approved.

Further, we draw your attention to the fact that the Company is overindebted as disclosed in Note 4 to the financial statements. The ultimate parent of the Company has subordinated claims in the amount of Euro 35,000,000 (CHF 51,400,000). Therefore, in accordance with article 725, paragraph 2, of the Swiss Code of Obligations, the board of directors have decided not to notify the commercial court.

DELOITTE & TOUCHE AG


James D. Horiguchi
Auditor in charge


Susan E. Carpenter

Zurich, October 25, 2002
SCA/jag

Enclosures

- Financial statements (balance sheet, statements of income and notes)

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG**BALANCE SHEET AT SEPTEMBER 30, 2001**

	<u>Notes</u>	<u>EUR</u>	<u>CHF</u>
<u>ASSETS</u>			
CURRENT ASSETS			
Cash		159,870	236,000
Accounts receivable trade			
- Third parties		229,396	338,635
- Affiliated companies		25,576,540	37,756,088
Other receivables			
- Third parties		6,251,010	9,227,741
- Affiliated companies		22,601,768	33,364,730
Prepaid expenses & deposits		106,636	157,416
Inventory		<u>22,639,448</u>	<u>33,420,353</u>
Total current assets		<u>77,564,668</u>	<u>114,500,963</u>
NON-CURRENT ASSETS			
Fixed assets	3	809,184	1,194,518
Goodwill		<u>24,342,874</u>	<u>37,647,020</u>
Total non-current assets		<u>25,152,058</u>	<u>38,841,538</u>
TOTAL		<u>102,716,726</u>	<u>153,342,501</u>

See notes to the financial statements

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG**BALANCE SHEET AT SEPTEMBER 30, 2001**

	<u>Notes</u>	<u>EUR</u>	<u>CHF</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>			
LIABILITIES			
Accounts payable trade			
-Third parties		10,321,423	15,236,485
-Affiliated companies		38,253,468	56,469,769
Accrued expenses		231,077	341,116
Accrued taxes		4,398,352	6,492,847
Restructuring reserve		224,720	331,732
Shareholder loan	4	56,333,205	83,159,077
Provision for unrealized foreign exchange gains		-	1,855,227
Total liabilities		<u>109,762,245</u>	<u>163,886,253</u>
SHAREHOLDERS' EQUITY			
Share capital		65,638	100,000
Accumulated losses	4	<u>(7,111,157)</u>	<u>(10,643,752)</u>
Total shareholders' equity		<u>(7,045,519)</u>	<u>(10,543,752)</u>
TOTAL		<u><u>102,716,726</u></u>	<u><u>153,342,501</u></u>

See notes to the financial statements

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

STATEMENT OF INCOME FROM JUNE 23, 2000 (DATE OF INCORPORATION) TO
TO SEPTEMBER 30, 2001

	<u>Notes</u>	<u>EUR</u>	<u>CHF</u>
NET SALES		68,796,153	102,898,406
COST OF SALES		<u>55,915,078</u>	<u>83,632,182</u>
GROSS PROFIT		<u>12,881,075</u>	<u>19,266,224</u>
OPERATING EXPENSES			
Personnel		3,459,506	5,174,383
Trade royalty		628,416	939,922
Depreciation		107,915	161,408
Goodwill amortisation		624,176	941,176
Legal		337,685	505,075
Consulting services		4,214,051	6,302,956
Communication		148,793	222,550
Rent		497,991	744,845
Travel and car		778,288	1,164,085
Sales and marketing		1,074,798	1,607,575
Information technology		1,422,685	2,127,910
Logistic support		3,437,510	5,141,484
Administration		<u>3,396,070</u>	<u>5,079,502</u>
Total operating expenses		<u>20,127,884</u>	<u>30,112,871</u>
OPERATING LOSS FOR THE PERIOD		<u>(7,246,809)</u>	<u>(10,846,647)</u>
OTHER INCOME / (EXPENSES):			
Financial income		602,991	901,894
Restructuring charges		<u>(467,339)</u>	<u>(698,999)</u>
Net other income		<u>135,652</u>	<u>202,895</u>
NET LOSS FOR THE PERIOD AND ACCUMULATED LOSSES END OF PERIOD		<u><u>(7,111,157)</u></u>	<u><u>(10,643,752)</u></u>

See notes to the financial statements

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM JUNE 23, 2000
(DATE OF INCORPORATION) TO SEPTEMBER 30, 2001

1. GENERAL

The Company was incorporated in Zurich in June 2000. Its main activities are the marketing and distribution of commercial vehicle aftermarket parts for braking, trailer axle, driveline and other complementary products throughout Europe and the rest of the world.

2. SIGNIFICANT ACCOUNTING POLICIES

General - The Company presents these financial statements in accordance with Swiss law.

Transactions in Foreign Currencies - Translation of the Euro financial statements into Swiss Francs is performed as follows:

- | | |
|--|-------------------------------------|
| a) Assets and liabilities, except
accounts noted in b) | - current rate |
| b) Shareholders' equity,
fixed assets and goodwill | - historical rate |
| c) Income and expenses, except
depreciation and goodwill amortization | - average rate
- historical rate |

Foreign currency translation results are included in the statement of income, except for unrealised foreign exchange gains, which are deferred.

3. FIXED ASSETS

The fixed assets are insured under a worldwide all-risk policy of the ArvinMentor Group.

4. SUBORDINATED DEBT

Subsequent to year-end, the ultimate parent subordinated CHF 51.4 million (EUR 35.0 million) of its non-interest bearing loan of CHF 83.1 million (EUR 56.3 million).

Statuten

ArvinMeritor Commercial Vehicle Aftermarket AG
ArvinMeritor Commercial Vehicle Aftermarket Ltd.
ArvinMeritor Commercial Vehicle Aftermarket SA

mit Sitz in Dübendorf

CERTIFIED A CORRECT COPY

Mauri Haff

(M. HAFT)

DIRECTOR

ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET AG

I. Firma, Dauer, Sitz und Zweck der Gesellschaft

Art. 1 Firma und Dauer

Unter der Firma

ArvinMeritor Commercial Vehicle Aftermarket AG
ArvinMeritor Commercial Vehicle Aftermarket Ltd.
ArvinMeritor Commercial Vehicle Aftermarket SA

besteht für unbestimmte Zeit eine Aktiengesellschaft schweizerischen Rechts.

Art. 2 Sitz

Die Gesellschaft hat ihren Sitz in Dübendorf

Sie kann im In- und Ausland Zweigniederlassungen errichten.

Art. 3 Zweck

Die Gesellschaft bezweckt den Kauf, Verkauf, Vertrieb, Service, das Marketing von Automobilersatzteilen sowohl im Kraft- als im Personenfahrzeugbereich sowie damit verbundene Tätigkeiten.

Die Gesellschaft kann im übrigen alle Geschäfte tätigen, welche geeignet sind, die Entwicklung des Unternehmens und die Erreichung des Gesellschaftszweckes zu fördern oder zu erleichtern. Die Gesellschaft kann insbesondere Unternehmen ähnlicher Art im In- und Ausland erwerben, sich an solchen Unternehmen beteiligen und Grundeigentum erwerben und veräussern

II. AKTIENKAPITAL UND AKTIEN

Art. 4 Aktienkapital

Das Aktienkapital der Gesellschaft beträgt CHF 100'000 -, eingeteilt in 100'000 Namenaktien im Nennwert von je CHF 1 -, voll einbezahlt

Der Verwaltungsrat kann bestimmen, dass statt einzelner Titel Zertifikate über eine beliebige Mehrzahl von Aktien ausgestellt werden.



Art. 5 Umwandlung der Aktien

Auf dem Wege der Statutenänderung kann die Generalversammlung jederzeit Inhaberaktien in Namenaktien umwandeln und umgekehrt.

Art. 6 Aktienbuch für Namenaktien

Für Aktien, die auf den Namen lauten, führt die Gesellschaft ein Aktienbuch, in das Namen und Adressen der Aktionäre und Nutzniesser nur gestützt auf einen entsprechenden Beschluss des Verwaltungsrates gültig eingetragen werden können. Wechselt ein Aktionär seine Adresse, so hat er der Gesellschaft schriftlich seine neue Anschrift mitzuteilen; bis dahin erfolgen alle Mitteilungen der Gesellschaft rechtsgültig an die im Aktienbuch eingetragene Adresse.

Namenaktionäre und Nutzniesser sind zur Ausübung der Mitgliedschaftsrechte der Gesellschaft gegenüber nur legitimiert, soweit sie im Aktienbuch eingetragen sind (vorbehalten bleibt Art. 685c Abs 3 OR)

Art. 7 Vinkulierung der Namenaktien

Die Übertragung des Eigentums oder die Einräumung der Nutzniessung an den Namenaktien bedarf zur Gültigkeit zumindest gegenüber der Gesellschaft der schriftlichen Genehmigung durch den Verwaltungsrat. Solange keine Genehmigung vorliegt, verbleiben das Eigentum an den Aktien und alle damit verknüpften Rechte beim Veräusserer. Beim Erwerb von Aktien durch Erbgang, eheliches Güterrecht oder Zwangsvollstreckung gehen zwar Eigentum und Vermögensrechte sogleich, die Mitwirkungsrechte jedoch erst mit der Zustimmung des Verwaltungsrates auf den Erwerber über. Lehnt die Gesellschaft das Gesuch um Zustimmung innert dreier Monate nach Erhalt nicht oder zu Unrecht ab, so gilt die Zustimmung als erteilt.

Der Verwaltungsrat kann seine Zustimmung aus wichtigen Gründen verweigern. Als wichtige Gründe gelten

- Zugehörigkeit als Organ oder Teilhaber eines Konkurrenzunternehmens der Gesellschaft und/oder einer ihrer Beteiligungsgesellschaften
- Ausübung einer die Gesellschaft und/oder ihre Beteiligungsgesellschaften direkt oder indirekt konkurrenzierenden Tätigkeit



- Gefährdung der wirtschaftlichen Selbständigkeit der Gesellschaft und/oder einer ihrer Beteiligungsgesellschaften
- Unvereinbarkeit des Erwerbers mit der Zwecksetzung der Gesellschaft und/oder derjenigen einer ihrer Beteiligungsgesellschaften.

Der Verwaltungsrat kann überdies die Eintragung in das Aktienbuch verweigern, wenn der Erwerber auf Verlangen nicht ausdrücklich erklärt, dass er die Aktien im eigenen Namen und auf eigene Rechnung erworben hat

Die Zustimmung kann ohne Angabe von Gründen verweigert werden, sofern der Verwaltungsrat die Aktien für Rechnung der Gesellschaft, anderer Aktionäre oder Dritter zum wirklichen Wert im Zeitpunkt des Gesuches übernimmt.

Art. 8

Bezugsrecht

Im Falle der Erhöhung des Aktienkapitals und der Ausgabe neuer Aktien haben die bisherigen Aktionäre ein Bezugsrecht nach Massgabe des Nominalwertes ihres ausgewiesenen bisherigen Beteiligungsverhältnisses

Die Generalversammlung kann bei der Erhöhung des Aktienkapitals aus wichtigen Gründen eine abweichende Regelung der Bezugsberechtigung, insbesondere die Zuweisung eines Teiles oder der Gesamtheit der neu auszugebenden Aktien an Nichtaktionäre, beschliessen. Als wichtige Gründe gelten insbesondere die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen sowie die Beteiligung der Arbeitnehmer. Durch die Aufhebung des Bezugsrechts darf niemand in unsachlicher Weise begünstigt oder benachteiligt werden

III. ORGANISATION DER GESELLSCHAFT

A DIE GENERALVERSAMMLUNG

Art 9

Zuständigkeit und Aufgabenbereich

Die Generalversammlung ist das oberste Organ der Gesellschaft. Ihre Befugnisse und Organisation richten sich nach Art. 698 - 706b OR. Folgende Befugnisse kann sie nicht delegieren

- 1 Die Festsetzung und Änderung der Statuten;

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- 2 die Wahl der Mitglieder des Verwaltungsrates und der Revisionsstelle,
- 3 die Genehmigung des Jahresberichtes;
- 4 die Genehmigung der Jahresrechnung sowie die Beschlussfassung über die Verwendung des Bilanzgewinnes, insbesondere die Festsetzung der Dividende und allfälliger Tantiemen;
- 5 die Entlastung der Mitglieder des Verwaltungsrates,
- 6 die Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder die Statuten vorbehalten sind.

Im übrigen beschliesst die Generalversammlung unter Vorbehalt von Art. 716a OR über alle anderen Gegenstände, die ihr vom Verwaltungsrat zur Entscheidung vorgelegt werden

Art. 10 Ordentliche und ausserordentliche Generalversammlung

Die ordentliche Generalversammlung findet alljährlich innerhalb von sechs Monaten nach Schluss des Geschäftsjahres am Sitz der Gesellschaft oder an irgendeinem anderen vom Verwaltungsrat zu bestimmenden Ort statt.

Ausserordentliche Generalversammlungen werden je nach Bedarf einberufen; sei es auf Beschluss einer Generalversammlung, des Verwaltungsrates oder eines Mitgliedes des Verwaltungsrates, sei es auf Verlangen der Revisionsstelle, der Liquidatoren oder schliesslich auf Verlangen von Aktionären, die zusammen wenigstens den zehnten Teil des Aktienkapitals vertreten und ihr Begehren schriftlich unter Angabe der Verhandlungsgegenstände sowie der Anträge an den Verwaltungsrat stellen. Die Generalversammlung ist spätestens zwei Monate nach Eingang eines solchen Begehrens durchzuführen.

Art. 11 Einladung, Einberufungsfrist und Formvorschriften

Die Einladung erfolgt durch den Verwaltungsrat oder in den vom Gesetz vorgesehenen Fällen durch die Revisionsstelle oder die Liquidatoren.

Die Mitteilung an die Aktionäre hat mindestens zwanzig Tage vor dem Versammlungsdatum zu erfolgen. In der Einberufung sind die Traktanden und die Anträge des Verwaltungsrates und gegebenenfalls der Aktionäre bekanntzugeben, welche die Durchführung einer Generalversammlung oder die Traktandierung eines Verhandlungsgegenstandes verlangt haben (Art 699 Abs 3 OR)



Spätestens zwanzig Tage vor der ordentlichen Generalversammlung sind der Geschäftsbericht (Jahresbericht, Erfolgsrechnung, Bilanz und Anhang) und der Revisionsbericht den Aktionären am Sitz der Gesellschaft und bei allfälligen Zweigniederlassungen zur Einsicht aufzulegen.

Die Aktionäre sind hierüber durch schriftliche Mitteilung in der in Art. 26 vorgesehenen Form zu orientieren

Sind Inhaberaktionäre vorhanden, so hat auf jeden Fall eine Publikation im schweizerischen Handelsamtsblatt zu erfolgen.

Art. 12 Universalversammlung

Eine Generalversammlung kann jederzeit ohne Einhaltung der für die Einberufung geltenden Formvorschriften als Universalversammlung abgehalten werden, sofern alle Aktionäre anwesend oder vertreten sind und kein Widerspruch erhoben wird. In der Universalversammlung kann über alle Gegenstände gültig verhandelt und Beschluss gefasst werden, solange die Eigentümer oder Vertreter sämtlicher Aktien anwesend sind.

Art. 13 Organisation der Generalversammlung

Den Vorsitz in der Generalversammlung führt der Präsident oder – im Falle seiner Verhinderung – ein anderes vom Verwaltungsrat bezeichnetes Mitglied des Verwaltungsrates. Sind sie verhindert, wird der Vorsitzende, der nicht Aktionär zu sein braucht, von der Generalversammlung gewählt.

Der Vorsitzende bezeichnet den Protokollführer und die Stimmzähler, die beide nicht Aktionäre sein müssen, ihre Funktionen können auch derselben Person übertragen werden.

Das Protokoll ist gemäss Art. 702 Abs. 2 OR zu erstellen. Es hat Aufschluss zu geben über die Anzahl, Art, Nennwert und Kategorien der Aktien, die von den Aktionären, von den Organen, von unabhängigen Stimmrechtsvertretern und von Depotvertretern vertreten werden. Das Protokoll muss ferner die Beschlüsse und Wahlergebnisse, die Begehren um Auskunft und die darauf erteilten Antworten sowie die von den Aktionären zu Protokoll gegebenen Erklärungen enthalten.

Die Aktionäre sind berechtigt, das Protokoll einzusehen.



Art. 14 Stimmberechtigung und Stellvertretung

Jede Aktie berechtigt zu einer Stimme.

Stimmberechtigt sind:

- a) bei Namenaktien die Aktionäre und Nutzniesser, deren Namen zwanzig Tage vor der Versammlung im Aktienbuch der Gesellschaft eingetragen sind,
- b) bei Inhaberaktien die Personen, die sich vor Beginn der Versammlung als Aktionäre ausweisen, sei es mit ihren Aktientiteln, sei es mit den vom Verwaltungsrat in der Einladung umschriebenen Ersatzausweisen.

Stellvertretung der Aktionäre ist gestattet, sofern eine schriftliche Vollmacht vorgelegt wird. Vorbehalten bleibt die gesetzliche Vertretung. Über die Anerkennung von Vertretungsvollmachten entscheiden die anwesenden Mitglieder des Verwaltungsrates.

Art. 15 Beschlussfähigkeit und Quorum

Die Generalversammlung ist beschlussfähig, wenn die Mehrheit sämtlicher Aktienstimmen vertreten ist.

Die Generalversammlung fasst ihre Beschlüsse und vollzieht ihre Wahlen mit der absoluten Mehrheit der vertretenen Aktienstimmen. Kommt keine absolute Mehrheit zustande, so ist eine zweite Abstimmung durchzuführen, bei welcher das relative Mehr entscheidet und bei Stimmengleichheit dem Vorsitzenden der Stichentscheid zusteht. Der Vorsitzende bestimmt auch den Abstimmungs- und Wahlmodus, unter Vorbehalt des Rechtes der Generalversammlung, jederzeit geheime Abstimmungen zu beschliessen.

Wichtige Beschlüsse im Sinne von Art. 704 OR kann die Generalversammlung jedoch nur fassen, wenn dem Beschluss mindestens zwei Drittel der vertretenen Stimmen und die absolute Mehrheit der vertretenen Aktiennennwerte zustimmen.



B. DER VERWALTUNGSRAT

Art. 16 Amtsdauer und Konstituierung

Der Verwaltungsrat besteht aus einem oder mehreren Mitgliedern, welche von der Generalversammlung jeweils für die Zeit bis zum Schluss der nächsten ordentlichen Generalversammlung gewählt werden. Sie können ihr Amt erst antreten, wenn sie Aktionäre der Gesellschaft geworden sind. Wiederwahl ist unbeschränkt zulässig.

Der Verwaltungsrat konstituiert sich selbst

Art. 17 Zuständigkeit und Zeichnungsbefugnis

Dem Verwaltungsrat obliegt die oberste Leitung der Gesellschaft. Er vertritt die Gesellschaft gegen aussen und besorgt alle Angelegenheiten, die nicht nach den Statuten oder zwingendem Gesetzesrecht der Generalversammlung oder anderen Organen vorbehalten sind.

Der Verwaltungsrat hat folgende unübertragbare und unentziehbare Aufgaben:

1. Die Oberleitung der Gesellschaft und die Erteilung der nötigen Weisungen,
2. die Festlegung der Organisation;
3. die Ausgestaltung des Rechnungswesens, der Finanzkontrolle sowie der Finanzplanung, sofern diese für die Führung der Gesellschaft notwendig ist,
4. die Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung betrauten Personen,
5. die Oberaufsicht über die mit der Geschäftsführung betrauten Personen, auch im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen,
6. die Erstellung des Jahresberichtes sowie die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;
7. das Ergreifen von Massnahmen bei Kapitalverlust und die Benachrichtigung des Richters im Falle der Überschuldung



Der Verwaltungsrat ernennt ferner die Zeichnungsberechtigten der Gesellschaft und bestimmt die Art ihrer Zeichnungsberechtigung (Einzel- oder Kollektivzeichnungsberechtigung).

Der Verwaltungsrat kann die Vorbereitung und die Ausführung seiner Beschlüsse oder die Überwachung von Geschäften Ausschüssen oder einzelnen Mitgliedern zuweisen. Er hat für eine angemessene Berichterstattung an seine Mitglieder zu sorgen.

Art. 18 Geschäftsordnung und Delegation von Befugnissen

Der Verwaltungsrat ist ermächtigt, die Geschäftsführung nach Massgabe eines Organisationsreglementes ganz oder zum Teil an einzelne Mitglieder (Delegierte des Verwaltungsrates) oder an Dritte, die nicht Aktionäre zu sein brauchen, zu übertragen.

Soweit die Geschäftsführung nicht übertragen worden ist, steht sie allen Mitgliedern des Verwaltungsrates gesamthaft zu.

Art. 19 Einberufung, Beschlussfähigkeit und Quorum, Zirkulationsbeschlüsse

Der Verwaltungsrat versammelt sich auf Einladung des Präsidenten oder bei dessen Verhinderung auf Einladung eines seiner übrigen Mitglieder, so oft es die Geschäfte erfordern. Jedes Mitglied des Verwaltungsrates kann unter Angabe der Gründe vom Präsidenten die unverzügliche Einberufung einer Sitzung verlangen.

Der Verwaltungsrat ist beschlussfähig, wenn die Mehrheit seiner Mitglieder an mündlichen Beratungen und Abstimmungen teilnimmt. Vorbehalten bleiben die Beschlüsse gemäss Art. 651a, Art. 652g und Art. 653g OR, die vom Verwaltungsrat auch ohne Einhaltung eines Präsenzquorums gefasst werden können.

Der Verwaltungsrat fasst seine Beschlüsse mit der Mehrheit der abgegebenen Stimmen. Bei Stimmengleichheit steht dem Vorsitzenden der Stichtscheid zu.

Beschlüsse des Verwaltungsrates können auch auf dem Wege der schriftlichen Zustimmung (per Briefpost oder Telefax) aller erreichbaren, mindestens aber der Mehrheit der Mitglieder zu einem gestellten Antrag gefasst werden, sofern nicht ein Mitglied die mündliche Beratung verlangt.



Art. 20

Protokoll

Über die Verhandlungen und Beschlüsse ist ein Protokoll zu führen, das vom Vorsitzenden und vom Sekretär zu unterzeichnen und allen Verwaltungsratsmitgliedern prompt zuzustellen ist. Als Sekretär kann auch ein Dritter amten, der weder Aktionär noch Mitglied des Verwaltungsrates sein muss

Ausführlich und wortgetreu ist über die Verhandlungen nur Protokoll zu führen, soweit es vom Vorsitzenden angeordnet oder von einem Mitglied ausdrücklich gewünscht wird

C. DIE REVISIONSSTELLE

Art. 21

Wahl und Aufgabenbereich

Die Generalversammlung wählt alljährlich für die Dauer eines Geschäftsjahres eine oder mehrere natürliche oder juristische Personen als Revisionsstelle im Sinne von Art. 727 ff. OR mit den im Gesetz festgehaltenen Rechten und Pflichten

Der Verwaltungsrat kann die Revisionsstelle auch mit der Vornahme von Zwischenrevisionen beauftragen.

IV . JAHRESRECHNUNG UND GEWINNVERTEILUNG

Art. 22

Geschäftsjahr

Das Geschäftsjahr wird vom Verwaltungsrat festgelegt.

Art. 23

Jahresrechnung

Die Aufstellung der Erfolgsrechnung, der Bilanz und des Anhanges erfolgt nach allgemein anerkannten kaufmännischen Grundsätzen und nach den einschlägigen gesetzlichen Vorschriften (Art. 662 - Art. 670 OR)

Art. 24

Verwendung des Bilanzgewinnes

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Über den Bilanzgewinn eines Geschäftsjahres kann die Generalversammlung erst nach Abnahme der betreffenden Jahresrechnung und unter Vorbehalt der Einlagen in die gesetzliche Reserve (Art. 671 ff. OR) verfügen.

Über die Behandlung eines Verlustes beschliesst die Generalversammlung nach Anhören des Verwaltungsrates.

V. AUFLÖSUNG UND LIQUIDATION

Art. 25 Auflösungsbeschluss und Liquidation

Den Beschluss über die Auflösung, Liquidation oder Fusion der Gesellschaft kann die Generalversammlung jederzeit nach Massgabe des Gesetzes und der vorliegenden Statuten gültig fassen

Die Liquidation der Gesellschaft wird durch den Verwaltungsrat oder durch andere von der Generalversammlung zu wählende Liquidatoren durchgeführt.

VI. BEKANNTMACHUNGEN UND MITTEILUNGEN

Art. 26 Publikationsorgan; Mitteilungen an Aktionäre

Publikationsorgan der Gesellschaft ist das Schweizerische Handelsamtsblatt. Mitteilungen der Gesellschaft an die Namenaktionäre erfolgen durch eingeschriebenen Brief.

Mitteilungen an die Inhaberaktionäre erfolgen durch Publikation im schweizerischen Handelsamtsblatt oder, sofern dem Verwaltungsrat sämtliche Aktionäre bekannt sind und das Gesetz nicht zwingend etwas anderes vorschreibt (Art. 696 Abs 2 OR), durch eingeschriebenen Brief an deren zuletzt bekanntgegebene Adresse

MAS

Zürich, 19. September 2006

Der Vorsitzende und Protokollführer.

Markus Vischer

Florian Gunz Niedermann

MS

Part 3 Section C1 – We are resubmitting the constitutional documents previously submitted which are certified on the first page as being a correct copy and the certificate has been signed by a director of the Company

Part 3 Section C1 – We are resubmitting the previous translation which had been certified on the last page of the document (as indicated by the Companies House guidance document) as a correct translation and is signed by a director of the Company

Part 5 Section H3 (H4) – The full address of the UK establishment has been provided in the document. The full official address does not include any building name or number. This is the proper address for the establishment and we confirm that post is received by the establishment using this address

Part 6 As above

Part 7 As above

We hope that we have now provided all the information that is required but if you do have any questions about these papers please contact David Kurka at ArvinMeritor Aftermarket Commercial Vehicle Aftermarket AG at Neugutstrasse 89, 8600 Dubendorf, CH-8600, Switzerland, telephone +41 44-824-8202

Yours faithfully,



Maurice Haft

Managing Director

ArvinMeritor Commercial Vehicle Aftermarket AG

Neugutstrasse 89
CH-8600 Dubendorf
Switzerland

Phone +41 (0) 44 824 82 00
Fax +41 (0) 44 824 82 65



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC029571

UK Establishment No. BR014553

The Registrar of Companies hereby certifies that

**ARVINMERITOR COMMERCIAL VEHICLE AFTERMARKET
AG**

has this day been registered under the Companies Act 2006 as having
established a branch in the United Kingdom.

Given at Companies House on **30th April 2010.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES