Commercial Vehicle Group, Inc.
Form 10-Q
November 04, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2015

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-34365

COMMERCIAL VEHICLE GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**41-1990662**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
7800 Walton Parkway New Albany, Ohio	**43054**
(Address of principal executive offices)	**(Zip Code)**

(614) 289-5360

(Registrant s telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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, and (2) has been subject to such filing requirements for the past 90 days. Yes x 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 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

The number of shares outstanding of the Registrant s common stock, par value $.01 per share, at November 2, 2015 was 29,996,186 shares.

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

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ITEM 1 FINANCIAL STATEMENTS

COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2015 (Unaudited)	December 31, 2014 (Unaudited)
	(In thousands, except share and per share amounts)	
Assets		
Current Assets:		
Cash	$ 110,149	$ 70,091
Accounts receivable, net of allowances of $3,049 and $2,808, respectively	143,194	139,912
Inventories	79,837	83,776
Deferred income taxes	9,235	9,142
Other current assets	10,171	6,351
Total current assets	352,586	309,272
Property, plant and equipment, net of accumulated depreciation of $131,640 and $123,831, respectively	71,213	73,462
Goodwill	7,839	8,056
Intangible assets, net of accumulated amortization of $6,526 and $5,613, respectively	17,246	18,589
Deferred income taxes	16,970	23,234
Other assets, net	7,956	9,400
Total assets	$ 473,810	$ 442,013
Liabilities and Stockholders Equity		
Current Liabilities:		
Accounts payable	$ 83,755	$ 70,826
Accrued liabilities	49,678	36,686
Total current liabilities	133,433	107,512
Long-term debt	250,000	250,000
Pension and other post-retirement benefits	21,026	23,356
Other long-term liabilities	3,728	2,309
Total liabilities	408,187	383,177
Stockholders Equity:		

Preferred stock: $0.01 par value, 5,000,000 shares authorized; no shares issued and outstanding		
Common stock: $0.01 par value, 60,000,000 shares authorized; 29,148,504 shares issued and outstanding	296	296
Treasury stock purchased from employees; 779,484 shares	(6,622)	(6,622)
Additional paid-in capital	234,101	231,907
Retained loss	(120,140)	(129,492)
Accumulated other comprehensive loss	(42,012)	(37,288)
Total CVG stockholders equity	65,623	58,801
Non-controlling interest		35
Total stockholders equity	65,623	58,836
Total liabilities and stockholders equity	$ 473,810	$ 442,013

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

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(Unaudited)		(Unaudited)	
	(In thousands, except per share amounts)		(In thousands, except per share amounts)	
Revenues	$ 202,729	$ 213,802	$ 640,649	$ 627,869
Cost of Revenues	174,839	185,376	554,178	546,954
Gross Profit	27,890	28,426	86,471	80,915
Selling, General and Administrative Expenses	17,614	18,333	52,739	55,553
Amortization Expense	330	388	999	1,163
Operating Income	9,946	9,705	32,733	24,199
Interest and Other Expense	5,152	5,226	15,305	15,539
Income Before Provision for Income Taxes	4,794	4,479	17,428	8,660
Provision for Income Taxes	2,240	3,316	8,076	5,266
Net Income	2,554	1,163	9,352	3,394
Less: Non-controlling interest in subsidiary s income	0	1	1	1
Net Income Attributable to CVG Stockholders	$ 2,554	$ 1,162	$ 9,351	$ 3,393
Earnings per Common Share:				
Basic and Diluted	$ 0.09	$ 0.04	$ 0.32	$ 0.12
Weighted Average Shares Outstanding:				
Basic	29,149	28,883	29,149	28,871
Diluted	29,384	29,258	29,309	29,108

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

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015 (Unaudited)	2014 (Unaudited)	2015 (Unaudited)	2014 (Unaudited)
	(In thousands)		(In thousands)	
Net income	$ 2,554	$ 1,163	$ 9,352	$ 3,394
Other comprehensive loss:				
Foreign currency exchange translation adjustments	(2,191)	(2,562)	(5,036)	(2,119)
Minimum pension liability, net of tax	126		312	
Other comprehensive loss	(2,065)	(2,562)	(4,724)	(2,119)
Comprehensive income (loss)	$ 489	$ (1,399)	$ 4,628	$ 1,275
Less: Comprehensive income attributed to non-controlling interests		1	35	1
Comprehensive income (loss) attributable to CVG stockholders	$ 489	$ (1,400)	$ 4,593	$ 1,274

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

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comp. Loss	Total CVG Stockholders Equity	Non-controlling Interest	Total
	Shares	Amount			(Unaudited)				
					(In thousands, except share data)				
BALANCE December 31, 2014	**29,148,504**	**$ 296**	**$ (6,622)**	**$ 231,907**	**$ (129,492)**	**$ (37,288)**	**$ 58,801**	**$ 35**	**$ 58,836**
Share-based compensation expense				2,194			2,194		2,194
Total comprehensive income (loss)					9,352	(4,724)	4,628	(35)	4,593
BALANCE September 30, 2015	**29,148,504**	**$ 296**	**$ (6,622)**	**$ 234,101**	**$ (120,140)**	**$ (42,012)**	**$ 65,623**	**$**	**$ 65,623**

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

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September,	
	2015 (Unaudited)	2014 (Unaudited)
	(In thousands)	
Cash Flows from Operating Activities:		
Net Income	$ 9,352	$ 3,394
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	13,296	13,537
Provision for doubtful accounts	2,606	3,888
Noncash amortization of debt financing costs	668	668
Pension plan contribution	(2,258)	(2,131)
Shared-based compensation expense	2,194	2,003
Loss on sale of assets	191	1,042
Deferred income taxes	7,379	4,013
Noncash gain on forward currency exchange contracts	560	89
Change in other operating items:		
Accounts receivable	(7,321)	(33,385)
Inventories	2,365	(4,220)
Accounts payable	13,120	12,917
Other operating activities, net	10,244	12,547
Net cash provided by operating activities	52,396	14,362
Cash Flows from Investing Activities:		
Purchases of property, plant and equipment	(10,261)	(9,552)
Proceeds from disposal/sale of property, plant and equipment	60	565
Premium payments for life insurance	132	
Net cash used in investing activities	(10,069)	(8,987)
Cash Flows from Financing Activities:		
Post-acquistion payments		(2,640)
Proceeds from borrowings against life insurance		1,041
Net cash used in financing activities		(1,599)
Effect of Foreign Currency Exchange Rate Changes on Cash	(2,269)	(400)
Net Increase in Cash	40,058	3,376
Cash:		
Beginning of period	70,091	72,695

End of period	$ 110,149	$ 76,071
Supplemental Cash Flow Information:		
Cash paid for interest	$ 9,962	$ 9,948
Cash paid for income taxes, net	$ 934	$ 998
Unpaid purchases of property and equipment included in accounts payable	$ 777	$ 669

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

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Description of Business and Basis of Presentation

Commercial Vehicle Group, Inc. is a Delaware (USA) corporation. We were formed as a privately-held company in August 2000. We became a publicly held company in 2004. The company and its subsidiaries (the Company or CVG) is a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the medium- and heavy-duty truck (MD / HD Truck) market, the medium- and heavy-duty construction vehicle market, and the bus, agriculture, military, specialty transportation, mining, industrial equipment and off-road recreational markets.

The Company has manufacturing operations in the United States, Mexico, United Kingdom, Czech Republic, Ukraine, China, India and Australia. Our products are primarily sold in North America, Europe, and the Asia/Pacific region.

Our products include seats and seating systems (Seats); trim systems and components (Trim); cab structures, sleeper boxes, body panels and structural components; mirrors, wipers and controls; and electronic wire harness and panel assemblies specifically designed for applications in commercial vehicles.

We are differentiated from automotive industry suppliers by our ability to manufacture low volume, customized products on a sequenced basis to meet the requirements of our customers. We believe our products are used by a majority of the North American MD / HD Truck and certain leading global construction and agriculture original equipment manufacturers (OEMs), which we believe creates an opportunity to cross-sell our products.

We have prepared the condensed consolidated financial statements included herein, without audit, pursuant to the rules and regulations of the United States Securities and Exchange Commission (SEC). The information furnished in the condensed consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which are, in the opinion of management, necessary for a fair presentation of the results of operations and statements of financial position for the interim periods presented. Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations. We believe that the disclosures are adequate to make the information presented not misleading when read in conjunction with our fiscal 2014 consolidated financial statements and the notes thereto included in Part II, Item 8 of our Annual Report on Form 10-K as filed with the SEC on March 16, 2015. Unless otherwise indicated, all amounts are in thousands, except per share amounts.

SEGMENTS

Operating segments are defined as components of an enterprise that are evaluated regularly by the Company s chief operating decision maker (CODM). The Company s CODM is its President and Chief Executive Officer. The Company has two reportable segments: the Global Truck and Bus Segment (GTB Segment) and the Global Construction and Agriculture Segment (GCA Segment). Each of these segments consists of a number of manufacturing facilities. Generally, the facilities in the GTB Segment manufacture and sell Seats, Trim, wipers, mirrors, structures and other products into the MD / HD Truck and bus markets. Generally, the facilities in the GCA Segment manufacture and sell wire harnesses, Seats and other products into the construction and agriculture markets. Both segments participate in the aftermarket. Certain of our manufacturing facilities manufacture and sell products through both of our segments. Each manufacturing facility that sells products through both segments is reflected in the

financial results of the segment that has the greatest amount of sales from that manufacturing facility. Our segments are more specifically described below.

The GTB Segment manufactures and sells the following products:

- Seats; Trim; sleeper boxes; and cab structures, structural components and body panels. These products are sold primarily to the MD / HD Truck markets in North America;
- Seats to the truck and bus markets in Asia Pacific and Europe;
- Mirrors and wiper systems to the truck, bus, agriculture, construction, rail and military markets in North America;
- Trim to the recreational and specialty vehicle markets in North America; and
- Aftermarket seats and components into North America.

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The GCA Segment manufactures and sells the following products:

- Electronic wire harness assemblies, and Seats for commercial, construction, agricultural, industrial, automotive and mining industries in North America, Europe and Asia Pacific;
- Aftermarket seats and components in Europe and Asia Pacific;
- Office seating in Europe and Asia Pacific;
- Seats to the truck and bus markets in Asia Pacific and Europe; and
- Wiper systems to the construction and agriculture markets in Europe.

Some costs that are for the benefit of the operations are consistently allocated based on a combination of methodologies. Corporate expenses consist of certain overhead and shared costs that are not directly attributable to the operations of a segment. Inter-segment eliminations are also reflected in the corporate component.

2. Recently Issued Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-11, *Simplifying the Measurement of Inventory (Topic 330)* . ASU 2015-11 applies to inventory measured using first-in, first-out or average cost. Under this amendment, inventory should be measured at lower of cost and net realizable value, which is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This pronouncement is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The Company does not believe this pronouncement will have a material impact on its financial statements and will implement this pronouncement beginning in the period after December 15, 2016.

In May 2015, the FASB issued ASU No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) (Topic 820)* . ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments measured using the net asset value per share practical expedient and related disclosures. This pronouncement is effective for the interim and annual periods beginning after December 15, 2015. The Company does not believe this pronouncement will have a material impact on its financial statements and will implement this pronouncement beginning in the period after December 15, 2015.

In April 2015, the FASB issued ASU No. 2015-05, *Customer s Accounting for Fees Paid in a Cloud Computing Arrangement* . The update provides additional guidance about customer s accounting for fees paid in a cloud computing arrangement. ASU 2015-05 is effective for interim and annual periods beginning after December 15, 2015. The Company does not believe this pronouncement will have a material impact on its financial statements and will implement the pronouncement beginning in the period after December 15, 2015.

In April 2015, the FASB issued ASU No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs* . This standard amends existing guidance to require the presentation of debt issuance cost in the balance sheet as a deduction

from the carrying amount of the related debt liability instead of a deferred charge. ASU 2015-03 is effective for annual reporting periods beginning after December 15, 2015, but early adoption is permitted. The Company does not believe this pronouncement will have a material impact on the Company s financial statements and will implement this pronouncement beginning in the period after December 15, 2015.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements-Going Concern (Topic 205-40)* (ASU 2014-15). Under the standard, management is required to evaluate for each annual and interim reporting period whether it is probable that the entity will not be able to meet its obligations as they become due within one year after the date that financial statements are issued, or are available to be issued, where applicable. ASU 2014-15 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, but early adoption is permitted. The Company does not believe that this pronouncement will have a material impact on the Company s financial statements and will implement this pronouncement beginning in the period after December 15, 2016.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* , which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, ASU 2014-09 supersedes the cost guidance in Subtopic 605-35, Revenue Recognition Construction-Type and Production-Type Contracts, and creates new Subtopic 340-40, Other Assets and Deferred Costs Contracts with Customers. On July 9, 2015 the FASB agreed to defer the effective date of ASU 2014-09 by one year. The mandatory adoption date is January 1, 2018, with an early adoption date of January 1, 2017. The Company is currently assessing the impact of implementing the new guidance.

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3. Fair Value Measurement

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

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

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

Level 3 Unobservable inputs reflecting management s own assumptions about the inputs used in pricing the asset or liability.

The fair values of our derivative assets and liabilities are categorized as follows:

	September 30, 2015				December 31, 2014			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Derivative assets [1]	$ 56	$	$ 56	$	$ 232	$	$ 232	$
Derivative liabilities [1]	$ 955	$	$ 955	$	$ 562	$	$ 562	$

[1] Based on observable market transactions of spot and forward rates.

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

Our financial instruments consist of cash, accounts receivable, accounts payable, accrued liabilities and our revolving credit facility. The carrying value of these instruments approximates fair value as a result of the short duration of such instruments or due to the variability of interest cost associated with such instruments.

The carrying amounts and fair values of our long-term debt obligations are as follows:

	September 30, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt	$ 250,000	$ 253,750	$ 250,000	$ 257,500

The fair value of long-term debt obligations is based on a fair value model utilizing observable inputs. Based on these inputs, our long-term debt is classified as Level 2.

There were no fair value measurements of our long-lived assets and definite-lived intangible assets measured on a non-recurring basis as of September 30, 2015. There were no fair value measurements of our long-lived assets and definite-lived intangible assets measured on a non-recurring basis as of September 30, 2014, except for an impairment of $0.8 million recognized for our Norwalk facility land and building assets based on the selling price of $0.6 million in the executed sales agreement. The impairment was recorded in cost of sales in the Income Statement. The assets are classified as Level 2.

4. Stockholders Equity

Common Stock Our authorized capital stock consists of 60,000,000 shares of common stock with a par value of $0.01 per share; out of which, 29,148,504 shares were issued and outstanding as of September 30, 2015 and December 31, 2014.

Preferred Stock Our authorized capital stock consists of 5,000,000 shares of preferred stock with a par value of $0.01 per share; no preferred shares were outstanding as of September 30, 2015 and December 31, 2014.

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

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September 30, 2015 and 2014 includes the effects of potential common shares consisting of common stock issuable upon exercise of outstanding stock options and restrictive stock when dilutive.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income attributable to common stockholders	$ 2,554	$ 1,162	$ 9,351	$ 3,393
Weighted average number of common shares outstanding	29,149	28,883	29,149	28,871
Dilutive effect of restricted stock grants	235	375	160	237
Diluted shares outstanding	29,384	29,258	29,309	29,108
Basic and Diluted income per share attributable to common stockholders	$ 0.09	$ 0.04	$ 0.32	$ 0.12

For the three and nine months ended September 30, 2015, diluted earnings per share did not include 35 thousand antidilutive outstanding restricted stock awards. For the three and nine months ended September 30, 2014, diluted earnings per share did not include 141 thousand antidilutive outstanding stock options. All previously granted and unexercised stock options expired in October 2014.

Dividends We have not declared or paid any cash dividends in the past. The terms of the Loan and Security Agreement (as described below in Note 11) restrict the payment or distribution of our cash or other assets, including cash dividend payments.

5. Share-Based Compensation

Restricted Stock Awards Restricted stock awards are a grant of shares of common stock that may not be sold, encumbered or disposed of, and that may be forfeited in the event of certain terminations of employment, prior to the end of a restricted period set by the Compensation Committee of the Board of Directors. A participant granted restricted stock generally has all of the rights of a stockholder, unless the Compensation Committee determines otherwise.

The following table summarizes information about restricted stock grants as of September 30, 2015:

Grant	Shares	Vesting Schedule	Unearned Compensation (in millions)	Remaining Periods (in months)
November 2012	494,151	3 equal annual installments commencing on October 20, 2013	$ 0.1	1
August 2013	100,000	3 equal annual installments commencing on October 20, 2014	$ 0.3	13

November 2013	470,997	3 equal annual installments commencing on October 20, 2014	$	0.8	13
January 2014	4,100	3 equal annual installments commencing on October 20, 2014	$		13
March 2014	18,802	3 equal annual installments commencing on October 20, 2014	$		13
May 2014	17,500	3 equal annual installments commencing on October 20, 2014	$	0.1	13
September 2014	30,000	3 equal annual installments commencing on October 20, 2014	$	0.1	13
October 2014	506,171	3 equal annual installments commencing on October 20, 2015	$	2.3	25
April 2015	27,174	3 equal annual installments commencing on October 20, 2015	$	0.1	25
May 2015	17,500	3 equal annual installments commencing on October 20, 2015	$	0.1	25
July 2015	38,772	3 equal annual installments commencing on October 20, 2015	$	0.2	33

As of September 30, 2015, there was approximately $4.0 million of unearned compensation expense related to non-vested share-based compensation arrangements granted under our equity incentive plans. This expense is subject to future adjustments for vesting and forfeitures and will be recognized on a straight-line basis over the remaining period listed above for each grant. As of September 30, 2015, 2014 and 2013, we estimated a forfeiture rate of 11.1%, 8.2% and 8.2%, respectively.

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The following table summarizes information about the non-vested restricted stock grants for the nine months ended September 30, 2015 and 2014:

	Nine Months Ended September 30,			
	2015		2014	
	Nonvested Restricted Stock		Nonvested Restricted Stock	
	Shares (000 s)	Weighted-Average Grant-Date Fair Value	Shares (000 s)	Weighted-Average Grant-Date Fair Value
Nonvested at December 31	915	$ 6.96	855	$ 7.59
Granted	83	6.28	70	7.99
Vested			(23)	7.58
Forfeited	(42)	6.90	(94)	7.76
Nonvested at September 30	956	$ 6.91	808	$ 7.36

There were 83 thousand shares of restricted stock granted during the nine months ended September 30, 2015. As of September 30, 2015 and 2014 a total of 1.9 million and 2.2 million shares, respectively, were available for future grants from the shares authorized for award under our 2014 Equity Incentive Plan and Fourth Amended and Restated Equity Incentive Plan, including cumulative forfeitures.

6. Performance Based Awards

Awards, defined as cash, shares or other awards, may be granted to employees under the Commercial Vehicle Group, Inc. 2014 Equity Incentive Plan (the 2014 EIP). The award is earned and payable based upon the Company s relative Total Shareholder Return in terms of ranking as compared to the Peer Group over a three-year period (the Performance Period). Total Shareholder Return is determined by the percentage change in value (positive or negative) over the applicable measurement period as measured by dividing (A) the sum of (I) the cumulative value of dividends and other distributions paid on the Common Stock (or the publicly traded common stock of the applicable Peer Group company) for the applicable measurement period, and (II) the difference (positive or negative) between each such company s Starting Stock Price and Ending Stock Price, by (B) the Starting Stock Price. The award is to be paid out at the end of the Performance Period in cash if the employee is employed through the end of the Performance Period. If the employee is not present during the entire Performance Period, the award will be forfeited. These grants were accounted for as cash settlement awards for which the fair value of the award fluctuates based on the change in Total Shareholder Return in relation to the Peer Group . Performance awards were granted under the 2014 EIP in November 2014, and in November 2013 and 2012 under the Fourth Amended and Restated Equity Incentive Plan.

Grant Date	Grant Amount	Forfeitures	Payments/Adjustments	Balance at September 30, 2015	Vesting Schedule	Unrecognized Compensation	Remaining Periods (in Months) to Vesting
November 2012	$ 1,865	$ (1,429)	$ (282)	$ 154	November 2015	$	0

November 2013	1,351	(561)	790	November 2016	263	12
November 2014	2,087	(254)	1,833	November 2017	1,222	24
	$ 5,303	**$ (2,244)**	**$ (282)**	**$ 2,777**	**$ 1,485**	

Compensation expense was recognized totaling $0.2 million and $0.3 million for the three and nine months ended September 30, 2015. Compensation expense was recognized totaling $0.1 million and $0.5 million for the three and nine months ended September 30, 2014. The expense to be recorded in future periods totals $1.5 million for the unvested portion of the awards outstanding at September 30, 2015.

7. Accounts Receivable

Trade accounts receivable are stated at current value less an allowance for doubtful accounts, which approximates fair value. This estimated allowance is based primarily on management s evaluation of specific balances as the balances become past due, the financial condition of our customers and our historical experience of write-offs. If not reserved through

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specific identification procedures, our general policy for uncollectible accounts is to reserve at a certain percentage, based upon the aging categories of accounts receivable and our historical experience with write-offs. Past due status is based upon the due date of the original amounts outstanding. When items are ultimately deemed uncollectible, they are charged off against the reserve previously established in the allowance for doubtful accounts.

8. Inventories

Inventories are valued at the lower of first-in, first-out (FIFO) cost or market. Cost includes applicable material, labor and overhead. Inventories consisted of the following:

	September 30, 2015	December 31, 2014
Raw materials	$ 54,836	$ 58,359
Work in process	10,224	10,969
Finished goods	14,777	14,448
	$ 79,837	$ 83,776

Inventories on-hand are regularly reviewed and, where necessary, provisions for excess and obsolete inventory are recorded based primarily on our estimated production requirements which reflect expected market volumes. Excess and obsolete provisions may vary by product depending upon future potential use of the product.

9. Goodwill and Intangible Assets

Goodwill represents the excess of acquisition purchase price over the fair value of net assets acquired. We review goodwill for impairment annually, initially utilizing a qualitative assessment, in the second fiscal quarter and whenever events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is attributable to the Global Truck and Bus Segment. In conducting the qualitative assessment, we consider relevant events and circumstances that affect the fair value or carrying amount of the reporting unit. Such events and circumstances could include macroeconomic conditions, industry and market considerations, overall financial performance, entity and reporting unit specific events, cost factors and capital markets pricing. We consider the extent to which each of the adverse events and circumstances identified affect the comparison of the reporting unit s fair value with its carrying amount. We place more weight on the events and circumstances that most affect the reporting unit s fair value or the carrying amount of its net assets. We consider positive and mitigating events and circumstances that may affect its determination of whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. These factors are all considered by management in reaching its conclusion about whether to perform the first step of the impairment test. No impairment was recognized as a result of the second quarter 2015 assessment.

If the reporting unit s fair value is determined to be more likely than not impaired based on the one-step qualitative approach, we then perform a quantitative valuation to estimate the fair value of our reporting unit. Implied fair value of goodwill is determined by considering both the income and market approach. Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain.

Our definite-lived intangible assets were comprised of the following:

	September 30, 2015				December 31, 2014			
	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets:								
Trademarks/Tradenames	23 years	$ 9,421	$ (3,820)	$ 5,601	23 years	$ 9,580	$ (3,585)	$ 5,995
Customer relationships	15 years	14,351	(2,706)	11,645	15 years	14,622	(2,028)	12,594
		$ 23,772	$ (6,526)	$ 17,246		$ 24,202	$ (5,613)	$ 18,589

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The aggregate intangible asset amortization expense was approximately $0.3 million and $0.4 million for the three months ended September 30, 2015 and 2014, and approximately $1.0 million and $1.2 million for the nine months ended September 30, 2015 and 2014.

The estimated intangible asset amortization expense for the fiscal year ending December 31, 2015 and for each of the five succeeding years is $1.3 million.

The changes in the carrying amounts of goodwill are as follows:

	September 30, 2015	December 31, 2014
Balance - Beginning	$ 8,056	$ 8,220
Currency translation adjustment	(217)	(164)
Balance - Ending	$ 7,839	$ 8,056

10. Commitments and Contingencies

Warranty We are subject to warranty claims for products that fail to perform as expected due to design or manufacturing deficiencies. Customers generally require their outside suppliers to guarantee or warrant their products and bear the cost of repair or replacement of such products. Depending on the terms under which we supply products to our customers, a customer may hold us responsible for some or all of the repair or replacement costs of defective products when the product supplied did not perform as represented. Our policy is to reserve for estimated future customer warranty costs based on historical trends and current economic factors.

The following represents a summary of the warranty provision for the nine months ended September 30, 2015:

Balance December 31, 2014	$ 4,438
Provisions for new warranties issued	3,566
Changes in provision for preexisting warranties	(170)
Deduction for payments made	(2,009)
Currency translation adjustment	(38)
Balance September 30, 2015	$ 5,787

Leases We lease office and manufacturing space and certain equipment under non-cancelable operating lease agreements that may require us to pay maintenance, insurance, taxes and other expenses in addition to annual rents. As of September 30, 2015, our equipment leases did not provide for any material guarantee of a specified portion of residual values.

Litigation We are subject to various legal actions and claims incidental to our business, including those arising out of alleged defects, product warranties, employment-related matters and environmental matters. Management believes that we maintain adequate insurance to cover these claims. We have established reserves for issues that are probable and estimable. Based upon the information available to management and discussions with legal counsel, it is the

opinion of management that the ultimate outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on our consolidated financial position, results of operations or cash flows; however, such matters are subject to many uncertainties, and the outcomes of individual matters are not predictable with assurance.

11. Debt and Credit Facilities

Debt consisted of the following:

	September 30, 2015	December 31, 2014
7.875% senior secured notes due April 15, 2019	$ 250,000	$ 250,000

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7.875% Senior Secured Notes due 2019

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

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

The 7.875% Notes Indenture contains restrictive covenants and events of default (subject to certain customary grace periods). We were in compliance with these covenants and were not in default as of September 30, 2015. On and after April 15, 2015, the Company is entitled at its option to redeem all or a portion of the 7.875% notes at the redemption prices, plus accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period commencing on April 15 of the years set forth below:

Year	Redemption Price
2015	103.938%
2016	101.969%
2017 and thereafter	100.000%

The Company did not redeem any amounts of the 7.875% notes in the quarter ended September 30, 2015. If we experience certain change of control events, holders of the 7.875% notes may require us to repurchase all or part of their notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date. See Footnote 19 Subsequent Events for a call by the Company for redemption of $15 million 7.875% notes on October 15, 2015.

Revolving Credit Facility

On November 15, 2013, the Company and certain of the Company s subsidiaries, as borrowers (together with the Company, the borrowers) entered into a Second Amended and Restated Loan and Security Agreement (as so amended and restated, the Second ARLS Agreement) with Bank of America, N.A. as agent and lender, which amended and restated the Amended and Restated Loan and Security Agreement, dated as of April 26, 2011, by and among the Company, the borrowers and Bank of America, N.A., as agent and lender, as amended, governing the Company s revolving credit facility.

Among other things, the Second ARLS Agreement extended the maturity of the revolving credit facility to November 15, 2018 and amended the applicable margin, as described below. The Second ARLS Agreement included amendments to certain covenants to provide additional flexibility, including amendments to (i) eliminate the aggregate cap on permitted distributions and instead condition such distributions on minimum availability, fixed charge coverage ratio and other requirements, (ii) eliminate the aggregate cap on permitted foreign investments and instead

condition such foreign investments on minimum availability, fixed charge coverage ratio and other requirements, (iii) eliminate the aggregate cap on purchase consideration for permitted acquisitions and instead condition such acquisitions on minimum availability, fixed charge coverage ratio and other requirements and (iv) permitting certain sale-leaseback transactions. In addition, the covenant restricting payment of certain debt was amended to permit repurchases of the Company s 7.875% senior secured notes due 2019 if certain conditions are met. The Second ARLS Agreement also amended the financial covenant to reduce the fixed charge coverage ratio maintenance requirement to 1.0:1.0 and reduced the availability threshold for triggering compliance with the fixed charge coverage ratio, as described below.

The size of the revolving credit facility was unchanged by the Second ARLS Agreement and remains at $40 million, but the borrowers may request an increase in revolver commitments from time to time in an aggregate amount of up to $35 million, as long as the requested increase does not breach any subordinated debt agreement of the borrowers or the indenture governing the Company s 7.875% senior secured notes due 2019. Availability under the revolving credit facility is subject to borrowing base limitations and an availability block equal to the amount of debt and foreign cash management services Bank of America, N.A. or its affiliates makes available to the Company s foreign subsidiaries. Up to an aggregate of $10.0 million is available to the borrowers for the issuance of letters of credit, which reduces availability under the revolving credit facility.

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The applicable margin is based on average daily availability under the revolving credit facility as follows:

Level	Average Daily Availability	Base Rate Loans	LIBOR Revolver Loans
III	³ $20,000,000	0.50%	1.50%
II	> $10,000,000 but < $20,000,000	0.75%	1.75%
I	£ $10,000,000	1.00%	2.00%

As of September 30, 2015, we had approximately $3.1 million in deferred fees compared to $3.8 million as of December 31, 2014. The deferred fees relate to the revolving credit facility and our 7.875% notes and were being amortized over the remaining life of the agreements.

As of September 30, 2015 and December 31, 2014, we did not have borrowings under the revolving credit facility. We had outstanding letters of credit of approximately $2.9 million and borrowing availability of $37.1 million under the revolving credit facility.

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

The applicable margin will be subject to increase or decrease by the agent on the first day of the calendar month following each fiscal quarter end. If the agent is unable to calculate average daily availability for a fiscal quarter due to borrower s failure to deliver a borrowing base certificate when required, the applicable margin will be set at Level I until the first day of the calendar month following receipt of a borrowing base certificate. As of September 30, 2015, the applicable margin was set at Level III.

The Company pays a commitment fee to the lenders equal to 0.25% per annum of the unused amounts under the revolving credit facility.

Terms, Covenants and Compliance Status

The Second ARLS Agreement requires the maintenance of a minimum fixed charge coverage ratio calculated based upon consolidated EBITDA (as defined in the revolving credit facility) as of the last day of each of the Company s fiscal quarters. The borrowers are not required to comply with the fixed charge coverage ratio requirement for as long as the borrowers maintain at least $7.5 million of borrowing availability under the revolving credit facility. If borrowing availability is less than $7.5 million at any time, the borrowers would be required to comply with a fixed charge coverage ratio of 1.0:1.0 as of the end of any fiscal quarter, and would be required to continue to comply with these requirements until the borrowers have borrowing availability of $7.5 million or greater for 60 consecutive days. Because the Company had borrowing availability in excess of $7.5 million from December 31, 2014 through September 30, 2015, the Company was not required to comply with the minimum fixed charge coverage ratio covenant during the quarter ended September 30, 2015.

The Second ARLS Agreement contains customary restrictive covenants, including, without limitation, limitations on the ability of the borrowers and their subsidiaries to incur additional debt and guarantees; grant liens on assets; pay dividends or make other distributions; make investments or acquisitions; dispose of assets; make payments on certain indebtedness; merge, combine with any other person or liquidate; amend organizational documents; file consolidated tax returns with entities other than other borrowers or their subsidiaries; make material changes in accounting treatment or reporting practices; enter into restrictive agreements; enter into hedging agreements; engage in transactions with affiliates; enter into certain employee benefit plans; amend subordinated debt or the indenture governing the 7.875% senior secured notes due 2019; and other matters customarily restricted in loan agreements. The Second ARLS Agreement also contains customary reporting and other affirmative covenants. The Company was in compliance with these covenants as of September 30, 2015.

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

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

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

The Second ARLS Agreement requires the borrowers to make mandatory prepayments with the proceeds of certain asset dispositions and upon the receipt of insurance or condemnation proceeds to the extent the borrowers do not use the proceeds for the purchase of assets useful in the borrowers businesses.

As of September 30, 2015, we were in compliance with the customary restrictive covenants and events of default under the Second ARLS Agreement.

12. Income Taxes

We file federal and state income tax returns in the U.S. and income tax returns in foreign jurisdictions. With a few exceptions, we are no longer subject to income tax examinations by any of the taxing jurisdictions for years before 2009. We currently have no income tax examinations in process.

When appropriate, we accrue penalties and interest related to unrecognized tax benefits through income tax expense. We had no accrual for unrecognized tax benefits or interest and penalties at September 30, 2015. We accrued $27 thousand of unrecognized tax benefits, including $2 thousand interest and penalties, at December 31, 2014, which were released in the quarter ended September 30, 2015. We are not aware of any events that could occur within the next 12 months that would have an impact on the amount of unrecognized tax benefits that would be required.

At September 30, 2015, due to cumulative losses and other factors, we continue to carry valuation allowances against the deferred assets primarily in the following foreign jurisdictions: United Kingdom, Beijing, China, India, Ukraine and Luxembourg. In the third quarter of 2015 due to our cumulative loss position and other negative evidence, we established a valuation allowance of $1.7 million for our Shanghai, China location, which was partially offset by the release of the valuation allowance of $0.3 million for Belgium and a portion of the valuation allowance, or $0.5 million, for Luxembourg. We have also established valuation allowances related to certain state deferred assets that we believe to be more likely than not to expire before they can be utilized. We evaluate the need for valuation allowances in each of our jurisdictions on a quarterly basis.

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13. Segment Reporting

The following tables present segment revenues, gross profit, depreciation and amortization expense, selling, general and administrative expenses, operating income (loss), capital expenditures and other items as of and for the three and nine months ended September 30, 2015 and 2014:

	For the three months ended September 30, 2015			
	Global Truck & Bus	Global Construction & Agriculture	Corporate / Other	Total
Revenues				
External Revenues	$ 142,614	$ 60,115	$	$ 202,729
Intersegment Revenues	274	2,397	(2,671)	
Total Revenues	$ 142,888	$ 62,512	$ (2,671)	$ 202,729
Gross Profit	$ 23,780	$ 5,968	$ (1,858)	$ 27,890
Depreciation and Amortization Expense	$ 2,242	$ 1,430	$ 751	$ 4,423
Selling, General & Administrative Expenses	$ 7,091	$ 5,094	$ 5,429	$ 17,614
Operating Income (Loss)	$ 16,394	$ 839	$ (7,287)	$ 9,946
Other Items:				
Capital Expenditures	$ 1,979	$ 662	$ 732	$ 3,373
Other Items [1]	$ 344	$	$	$ 344

[1] Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment of $0.3 million in the GTB Segment.

	For the three months ended September 30, 2014			
	Global Truck & Bus	Global Construction & Agriculture	Corporate / Other	Total
Revenues				
External Revenues	$ 138,906	$ 74,896	$	$ 213,802
Intersegment Revenues	55	3,116	(3,171)	
Total Revenues	$ 138,961	$ 78,012	$ (3,171)	$ 213,802
Gross Profit	$ 22,647	$ 6,502	$ (723)	$ 28,426
Depreciation and Amortization Expense	$ 2,185	$ 1,541	$ 836	$ 4,562
Selling, General & Administrative Expenses	$ 7,174	$ 5,588	$ 5,571	$ 18,333
Operating Income (Loss)	$ 15,121	$ 878	$ (6,294)	$ 9,705
Other Items:				
Capital Expenditures	$ 2,831	$ 1,450	$ 127	$ 4,408

Other Items [1]	$ 104	$	$	$ 104

1 Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment of $0.1 million in the GTB Segment.

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	For the nine months ended September 30, 2015			
	Global Truck & Bus	Global Construction & Agriculture	Corporate / Other	Total
Revenues				
External Revenues	$ 437,682	$ 202,967	$	$ 640,649
Intersegment Revenues	457	8,288	(8,745)	
Total Revenues	$ 438,139	$ 211,255	$ (8,745)	$ 640,649
Gross Profit	$ 68,010	$ 22,229	$ (3,768)	$ 86,471
Depreciation and Amortization Expense	$ 6,680	$ 4,435	$ 2,181	$ 13,296
Selling, General & Administrative Expenses	$ 21,528	$ 14,825	$ 16,386	$ 52,739
Operating Income (Loss)	$ 45,589	$ 7,298	$ (20,154)	$ 32,733
Other Items:				
Capital Expenditures	$ 5,119	$ 3,036	$ 2,883	$ 11,038
Other Items [1]	$ 1,486	$	$	$ 1,486

[1] Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment of $1.5 million in the GTB Segment.

	For the nine months ended September 30, 2014			
	Global Truck & Bus	Global Construction & Agriculture	Corporate / Other	Total
Revenues				
External Revenues	$ 393,658	$ 234,211	$	$ 627,869
Intersegment Revenues	317	8,213	(8,530)	
Total Revenues	$ 393,975	$ 242,424	$ (8,530)	$ 627,869
Gross Profit	$ 57,747	$ 25,615	$ (2,447)	$ 80,915
Depreciation and Amortization Expense	$ 6,642	$ 4,376	$ 2,519	$ 13,537
Selling, General & Administrative Expenses	$ 21,697	$ 16,335	$ 17,521	$ 55,553
Operating Income (Loss)	$ 34,998	$ 9,170	$ (19,969)	$ 24,199
Other Items:				
Capital Expenditures	$ 5,294	$ 4,290	$ 637	$ 10,221
Other Items [1]	$ 1,373	$	$	$ 1,373

[1] Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment of $0.5 million in the GTB Segment. The GTB Segment includes a loss on the sale of a manufacturing facility of $0.8 million in Norwalk, Ohio.

14. Foreign Currency Forward Exchange Contracts

We use forward exchange contracts to hedge certain of the foreign currency transaction exposures. We estimate our projected revenues and purchases in certain foreign currencies or locations and will hedge a portion or all of the anticipated long or short positions. As of September 30, 2015, we did not have any derivatives designated as hedging instruments; therefore, our forward foreign exchange contracts have been marked-to-market and the fair value of contracts recorded in the

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consolidated balance sheets with the offsetting non-cash gain or loss recorded in our consolidated statements of income. We do not hold or issue foreign exchange options or forward contracts for trading purposes. Our forward foreign exchange contracts are subject to a master netting agreement. We record assets and liabilities relating to our forward foreign exchange contracts on a gross basis in our consolidated balance sheets.

The following table summarizes the notional amount of our open foreign exchange contracts:

	September 30, 2015		December 31, 2014	
	U.S. Dollar Equivalent	Fair Value	U.S. Dollar Equivalent	Fair Value
Commitments to buy currencies:	$ 8,867	$ 8,115	$ 11,874	$ 11,312
Commitments to sell currencies:	$ 5,511	$ 5,659	$ 12,332	$ 12,099

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

The following table summarizes the fair value and presentation in the consolidated balance sheets for derivatives, none of which are designated as accounting hedges:

	Asset Derivatives			
	September 30, 2015		December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange contracts	Other current assets	$ 56	Other current assets	$ 232

	Liability Derivatives			
	September 30, 2015		December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange contracts	Accrued liabilities	$ 955	Accrued liabilities	$ 562

The following table summarizes the effect of derivative instruments on the consolidated statements of operations for derivatives not designated as hedging instruments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Location of (Loss) Gain Recognized in Income on Derivatives	Amount of (Loss) Gain Recognized in		Amount of (Loss) Gain Recognized in	

		Income on Derivatives		Income on Derivatives	
Foreign exchange contracts	Cost of Revenues	$ (602)	$ (213)	$ (560)	$ (89)

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15. Other Comprehensive Income (Loss)

The after-tax changes in accumulated other comprehensive loss is as follows:

	Foreign currency items	Pension and postretirement benefit plans	Accumulated other comprehensive loss
Ending balance, December 31, 2014	$ (16,507)	$ (20,781)	$ (37,288)
Net current period change	(5,036)		(5,036)
Reclassification adjustments for losses reclassified into income		312	312
Ending balance, September 30, 2015	$ (21,543)	$ (20,469)	$ (42,012)

	Foreign currency items	Pension and postretirement benefit plans	Accumulated other comprehensive loss
Ending balance, December 31, 2013	$ (11,907)	$ (14,401)	$ (26,308)
Net current period change	(2,119)		(2,119)
Ending balance, September 30, 2014	$ (14,026)	$ (14,401)	$ (28,427)

The related tax effects allocated to each component of other comprehensive loss are as follows:

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Before Tax Amount	Tax Expense	After Tax Amount	Before Tax Amount	Tax Expense	After Tax Amount
Retirement benefits adjustment	159	(33)	126	411	(99)	312
Cumulative translation adjustment	(2,191)		(2,191)	(5,036)		(5,036)
Total other comprehensive income (loss)	$ (2,032)	$ (33)	$ (2,065)	$ (4,625)	$ (99)	$ (4,724)

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Before Tax	Tax Expense	After Tax	Before Tax	Tax Expense	After Tax Amount

	Amount		Amount	Amount		
Cumulative translation adjustment	(2,562)		(2,562)	(2,119)		(2,119)
Total other comprehensive income (loss)	$ (2,562)	$	$ (2,562)	$ (2,119)	$	$ (2,119)

16. Pension and Other Post-Retirement Benefit Plans

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

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The components of net periodic benefit cost related to pension and other post-retirement benefit plans is as follows:

	U.S. Pension Plans Three Months Ended September 30,		Non-U.S. Pension Plans Three Months Ended September 30,		Other Post-Retirement Benefit Plans Three Months Ended September 30,	
	2015	2014	2015	2014	2015	2014
Service cost	$ 29	$ 24	$	$	$	$
Interest cost	463	472	372	471	4	(33)
Expected return on plan assets	(668)	(592)	(403)	(443)		
Amortization of prior service cost					2	
Recognized actuarial loss (gain)	117		69		(30)	
Net periodic benefit cost	$ (59)	$ (96)	$ 38	$ 28	$ (24)	$ (33)

	U.S. Pension Plans Nine Months Ended September 30,		Non-U.S. Pension Plans Nine Months Ended September 30,		Other Post-Retirement Benefit Plans Nine Months Ended September 30,	
	2015	2014	2015	2014	2015	2014
Service cost	$ 86	$ 72	$	$	$	$
Interest cost	1,390	1,416	1,116	1,419	13	(99)
Expected return on plan assets	(2,005)	(1,776)	(1,209)	(1,318)		
Amortization of prior service cost					5	
Recognized actuarial loss (gain)	351		209		(90)	
Net periodic benefit cost	$ (178)	$ (288)	$ 116	$ 101	$ (72)	$ (99)

We expect to contribute approximately $3.0 million to our pension plans and our other post-retirement benefit plans in 2015. As of September 30, 2015, $2.2 million of contributions have been made to our pension plans.

17. Purchase of Minority Interest

In 2011, we entered into a joint venture (the Joint Venture) with Hema Engineering Industries Limited (Hema) for the production of seats and seating components for the India commercial vehicle market and for the supply of seats and components to our other global locations. At the date of the Joint Venture, we held a 90% ownership and Hema held a 10% ownership in the Joint Venture, which we deemed a voting interest entity. In connection with the acquisition of

Vijayjyot Seats Private Limited in India in November 2012, our ownership interest increased to 99.74% and Hema was diluted to 0.26% ownership in the Joint Venture. Hema had the option to increase its ownership interest in the Joint Venture to 10% by May 2014, but did not exercise such option.

In June 2015, we purchased the remaining 0.26% ownership in the Joint Venture from Hema for $40 thousand.

18. Risks and Uncertainties

We review the carrying value of our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. Impairment testing involves a comparison of the sum of the undiscounted future cash flows of the asset or asset group to its respective carrying amount. If the sum of the undiscounted future cash flows exceed the carrying amount, then no impairment exists. If the carrying amount exceeds the sum of the undiscounted future cash flows, then a second step is performed to determine the amount of impairment, which would be recorded as an impairment charge in our consolidated statements of income.

As a result of restructuring announcements made by certain of our customers and a continuing decline in the construction and agriculture markets, more specifically in Asia Pacific and Europe, and continuing operating losses in China and the United Kingdom, management determined that the long-lived asset groups related to its China and United Kingdom facilities in the GCA Segment may be impaired. However, the Company s estimates of the undiscounted future cash flows for each of these asset groups indicates that the facilities should have sufficient cash flows to recover the current carrying amounts of the long-lived assets of $6.3 million. The estimate of undiscounted cash flows may change in future periods resulting in impairment to fair value of these long-lived asset groups.

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19. Subsequent Events

On October 15, 2015, we elected to call for the redemption of $15.0 million of the $250.0 million outstanding 7.875% notes. The redemption price for the 7.875% notes is equal to 103.938% of the principal amount of the 7.875% notes. Upon the partial redemption by the Company of the 7.875% notes, which will occur on November 14, 2015, $235 million of the 7.875% notes will remain outstanding.

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ITEM 2 MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion and analysis presented below is concerned with material changes in financial condition and results of operations for our condensed consolidated financial statements for the three months ended September 30, 2015 and 2014. This discussion and analysis should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the 2014 Form 10-K).

Company Overview

Commercial Vehicle Group, Inc. is a Delaware (USA) corporation. We were formed as a privately-held company in August 2000. We became a publicly held company in 2004. The Company (and its subsidiaries) is a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the medium- and heavy-duty truck (MD / HD Truck) market, the medium- and heavy-duty construction vehicle market, and the bus, agriculture, military, specialty transportation, mining, industrial equipment and off-road recreational markets.

We have manufacturing operations in the United States, Mexico, United Kingdom, Czech Republic, Ukraine, China, India and Australia. Our products are primarily sold in North America, Europe, and the Asia/Pacific region.

Our products include seats and seating systems (Seats); trim systems and components (Trim); cab structures, sleeper boxes, body panels and structural components; mirrors, wipers and controls; and electronic wire harness and panel assemblies specifically designed for applications in commercial vehicles.

We are differentiated from automotive industry suppliers by our ability to manufacture low volume, customized products on a sequenced basis to meet the requirements of our customers. We believe our products are used by a majority of the North American MD / HD Truck and certain leading global construction and agriculture original equipment manufacturers (OEMs), which we believe creates an opportunity to cross-sell our products.

Business Overview

Demand for our MD / HD Truck products is generally dependent on the number of new commercial vehicles manufactured in North America, which is heavily influenced by the financial health and business outlook of the fleet owners that purchase trucks from the OEMs. This is generally a function of economic conditions, interest rates, changes in governmental regulations, consumer spending, fuel costs, freight costs and our customers inventory levels and production rates. New heavy truck commercial vehicle demand has historically been cyclical and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled by commercial vehicles. The North American Class 8 market declined in 2013 as production levels decreased approximately 12% from 2012; however, production levels rebounded 21% in 2014. According to a September 2015 report by ACT Research, a publisher of industry market research, North American Class 8 production levels were at 297,000 for 2014 and are expected to peak at 331,000 in 2015, decline to 251,000 in 2017 and increase to 329,000 in 2020. We estimate that 2015 North American Class 8 truck production levels will be in the range of 320,000 330,000 units and 2016 North American Class 8 truck production to remain above the generally accepted annual replacement level. We believe the demand for new Class 8 vehicles will be driven by several factors, including freight volumes and the replacement of aging vehicles. ACT forecasts that the total U.S. freight composite index, which measures estimated total freight hauled in a year by sector, will increase 22.0% from 2014 to 2019. ACT estimates that the average age of active U.S. Class 8 trucks was 10.6 years in 2014, which is consistent with the average age in 2013. As vehicles age, their maintenance costs typically increase. ACT forecasts that the vehicle age will decline as aging fleets

are replaced. Separately, build rates for medium duty truck and bus markets have been favorable. FTR, a market forecasting service, is forecasting 2015 medium duty truck and bus production volume at 194,000 units, an 8% increase compared to 2014; and 2016 production volume of 200,000 units.

In the first nine months ended September 30, 2015, approximately 46% of our revenue was generated from sales to North American MD / HD Truck OEMs, 17% to global construction OEMs and 2% to global agriculture OEMs. Our remaining revenue was primarily derived from sales to OE service organizations and the automotive, bus, military and other commercial vehicle specialty markets. Demand for our products is driven to a significant degree by preferences of the end-user of the commercial vehicle, particularly with respect to MD / HD Trucks. Unlike the automotive industry, commercial vehicle OEMs generally afford the end-user the ability to specify many of the component parts that will be used to manufacture the commercial vehicle, including a wide variety of cab interior styles and colors, the brand and type of seats, type of seat fabric and color and specific mirror styling. Certain of our products are only utilized in the North American MD / HD Truck market, such as our storage systems, sleeper boxes, sleeper bunks and privacy curtains. As such, changes in demand for MD / HD Trucks or the mix of options on a vehicle can have a greater impact on our business than changes in the overall demand for commercial vehicles. To the extent that demand for higher content vehicles increases or decreases, our revenues and gross profit will be impacted positively or negatively.

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Demand for our construction and agriculture products is dependent on the overall vehicle demand for new commercial vehicles in the global construction and agriculture equipment market and generally follows certain economic conditions around the world. Our products are primarily used in the medium and heavy construction equipment markets (weighing over 12 metric tons). Demand in the medium and heavy construction equipment market is typically related to the level of larger scale infrastructure development projects such as highways, dams, harbors, hospitals, airports and industrial development, as well as activity in the mining, forestry and other raw material based industries. OEM demand for our products is directly correlated with new vehicle production. We expect equipment production to remain soft for the remainder of 2015 and into 2016 in the global construction and agriculture markets we serve. Management continues to monitor the impact of the global construction and agriculture markets on its GCA Segment as it relates to the recoverability of long-lived assets. See Footnote 18 Risks and Uncertainties for impairment testing of long-lived assets in the GCA Segment.

We generally compete for new business at the beginning of the development of a new vehicle platform and upon the redesign of existing programs. New platform development generally begins at least one to three years before the marketing of such models by our customers. Contract durations for commercial vehicle products generally extend for the entire life of the platform, which is typically five to seven years.

Our Long-Term Strategy

In 2014, we concluded our long-term strategic planning process known as CVG 2020. CVG 2020 is a roadmap by end market product and geographic region to guide resource allocation and other decision making to achieve our 2020 goals. The overarching financial goal of CVG 2020 is to deliver top quartile total shareholder return. To that end, we evaluated our opportunity to grow organically by end market. We currently believe we have approximately 5% market share of the addressable global truck, bus, construction and agriculture end markets. Accordingly, we believe we have significant opportunity to grow organically in our end markets. We evaluated our product portfolio in the context of this organic market growth opportunity and our ability to win in the marketplace. Our core products are seats, trim and wire harnesses and our complementary products include structures, wipers, mirrors and office seats. We expect to realize some geographic diversification over the planned period toward Asia-Pacific. We also expect to realize some end market diversification more weighted toward the agriculture market, and to a lesser extent the construction market. We intend to allocate resources consistent with our strategic plan; and more specifically, consistent with our core and complementary product portfolio, geographic region and end market diversification objectives. As such, we expect to increase our capital spending as we invest in our facilities, sales opportunities, Operational Excellence initiatives and other activities.

Although our long-term strategic plan is an organic growth plan, we will consider opportunistic acquisitions to supplement our product portfolio, and to enhance our ability to serve our customers in our geographic end markets.

We periodically evaluate our long-term strategic plan in response to significant changes in our business environment and other factors.

Subsequent Events

On October 15, 2015, the Company elected to call for the redemption of $15 million of the $250 million outstanding 7.875% notes due 2019. The redemption price for the 7.875% notes is equal to 103.938% of the principal amount of the 7.875% notes, plus accrued and unpaid interest to, but not including, the redemption date, which will be on November 14, 2015. Upon the partial redemption by the Company of the 7.875% notes, $235 million will remain outstanding. This action was made possible in large part as a consequence of $40 million of cash build for the nine months ended September 30, 2015. This redemption and therefore de-leveraging of our balance sheet is consistent

with our capital allocation strategy and will reduce annual interest expense by $1.2 million.

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Consolidated Results of Operations

The table below sets forth certain operating data:

	Three Months Ended September 30, (in thousands)				Nine Months Ended September 30, (in thousands)			
	2015		2014		2015		2014	
Revenues	$ 202,729	100.0%	$ 213,802	100.0%	$ 640,649	100.0%	$ 627,869	100.0%
Cost of revenues	174,839	86.2	185,376	86.7	554,178	86.5	546,953	87.1
Gross profit	27,890	13.8	28,426	13.3	86,471	13.5	80,916	12.9
Selling, general and administrative expenses	17,614	8.7	18,333	8.6	52,739	8.2	55,553	8.8
Amortization expense	330	0.2	388	0.2	999	0.2	1,162	0.2
Operating income	9,946	4.9	9,705	4.5	32,733	5.1	24,201	3.9
Interest and Other expense	5,152	2.5	5,226	2.4	15,305	2.4	15,539	2.5
Income before provision for income taxes	4,794	2.4	4,479	2.1	17,428	2.7	8,662	1.4
Provision for income taxes	2,240	1.1	3,316	1.6	8,076	1.3	5,266	0.8
Net income	2,554	1.3	1,163	0.5	9,352	1.4	3,396	0.6
Less: Non-controlling interest in subsidiary s income			1	0.0	1	0.0	1	(0.0)
Net income attributable to CVG stockholders	$ 2,554	1.3%	$ 1,162	0.5%	$ 9,351	1.4%	$ 3,395	0.6%

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Three Months Ended September 30, 2015 Compared to Three Months Ended September 30, 2014

Consolidated Results

Revenues. On a consolidated basis, revenues decreased $11.1 million, or 5.2%, to $202.7 million in the three months ended September 30, 2015 from $213.8 million in the three months ended September 30, 2014. The decrease in revenues primarily resulted from decreased construction production volumes. The change in consolidated revenue is primarily a result of:

- a $0.1 million, or 0.1%, increase in OEM North American MD / HD Truck revenues;
- a $0.7 million, or 1.7%, increase in aftermarket revenues;
- a $9.9 million, or 23.9%, decrease in construction revenues; and
- a $2.0 million, or 5.1%, decrease in automotive, bus and other revenues.

The third quarter revenues were adversely impacted by foreign currency exchange translation of $4.5 million, which is reflected in the change in revenue above.

Gross Profit. Gross profit decreased $0.5 million, to $27.9 million for the three months ended September 30, 2015 compared to $28.4 million in the three months ended September 30, 2014. Included in gross profit is cost of revenues, which consists primarily of raw materials and purchased components for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utility costs related to our operations. Cost of revenue decreased $10.6 million, or 5.7%, resulting from a decrease in raw material and purchased component costs of $7.1 million, a decrease in wages and benefits of $0.8 million, and a decrease in overhead costs of $2.7 million. The decrease in gross profit resulted primarily from the decrease in sales volume as well as $0.6 million adverse foreign currency exchange translation impact. Additionally, the third quarter of 2015 results included $0.3 million in charges compared to $0.1 million in the prior year period in 2014 relating to the Tigard, Oregon facility closure. As a percentage of revenues, gross profit was 13.8% for the three months ended September 30, 2015 compared to 13.3% for the three months ended September 30, 2014.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consists primarily of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs which are not directly or indirectly associated with the manufacturing of our products. Selling, general and administrative expenses decreased $0.7 million, or 3.9%, to $17.6 million in the three months ended September 30, 2015 from $18.3 million in the three months ended September 30, 2014. The decline in selling, general and administrative expenses reflects $0.3 million favorable foreign currency exchange translation and a focus on cost discipline while selectively investing in value accretive activities that support CVG 2020.

Interest and Other Expense. Interest, associated with our long-term debt, and other expense was approximately $5.2 million and $5.3 million in the three months ended September 30, 2015 and 2014, respectively.

Provision for Income Taxes. An income tax provision of approximately $2.2 million was recorded for the three months ended September 30, 2015 compared to a tax provision of approximately $3.3 million for the three months ended September 30, 2014. The period over period change in the tax provision resulted primarily from the mix of income between our U.S. and non-U.S. locations, as well as increased consolidated net income. Additional items impacting the 2015 tax provision included a $0.9 million favorable adjustment to certain U.S. permanent tax items offset by a net increase of $0.9 million in valuation allowances in certain foreign tax jurisdictions. The net increase in valuation allowances of $0.9 million included establishing a $1.7 million valuation allowance in China offset by the release of $0.8 million of valuation allowances in Belgium and Luxembourg.

Net Income Attributable to CVG Stockholders. Net income attributable to CVG stockholders was $2.6 million and $1.2 million for the three months ended September 30, 2015 and 2014, respectively. The increase in net income is attributed to the factors noted above.

SEGMENT RESULTS

The Company has two reportable segments: the Global Truck and Bus Segment (GTB Segment) and the Global Construction and Agriculture Segment (GCA Segment). Each of these segments consists of a number of manufacturing facilities. Generally, the facilities in the GTB Segment manufacture and sell Seats, Trim, wipers, mirrors, structures and other products into the MD / HD Truck and bus markets. Generally, the facilities in the GCA Segment manufacture and sell wire harnesses, Seats and other products into the construction and agriculture markets. Both segments participate in the aftermarket. Certain of our manufacturing facilities manufacture and sell products through both of our segments. Each manufacturing facility that sells products through both segments is reflected in the financial results of the segment that has the greatest amount of sales from that manufacturing facility. Our segments are more specifically described below.

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The GTB Segment manufactures and sells the following products:

- Seats; Trim; sleeper boxes; and cab structures, structural components and body panels. These products are sold primarily to the MD / HD Truck markets in North America;
- Seats to the truck and bus markets in Asia Pacific and Europe;
- Mirrors and wiper systems to the truck, bus, agriculture, construction, rail and military markets in North America;
- Trim to the recreational and specialty vehicle market in North America; and
- Aftermarket seats and components into North America.

The GCA Segment manufactures and sells the following products:

- Electronic wire harness assemblies and Seats for commercial, construction, agricultural, industrial, automotive and mining industries in North America, Europe and Asia Pacific;
- Aftermarket seats and components in Europe and Asia Pacific;
- Office seating in Europe and Asia Pacific;
- Seats to the truck and bus markets in Asia Pacific and Europe; and
- Wiper systems to the construction and agriculture markets in Europe.

Global Truck and Bus Segment Results

	Three Months Ended September 30,			
	2015		2014	
	(amounts in thousands)			
Revenues				
External Revenues	$ 142,614	99.8%	$ 138,906	100.0%
Intersegment Revenues	274	0.2	55	0.0

Total Revenues	$ 142,888	100.0%	$ 138,961	100.0%
Gross Profit	23,780	16.6	22,647	16.3
Selling, General & Administrative Expenses	7,091	5.0	7,174	5.2
Operating Income	$ 16,394	11.5%	$ 15,121	10.9%

Revenues. GTB Segment revenues increased $3.9 million, or 2.8%, to $142.9 million for the three months ended September 30, 2015 from $139.0 million for the three months ended September 30, 2014. The increase in GTB Segment revenues is primarily a result of:

a $0.7 million, or 0.8%, increase in OEM North American MD / HD Truck revenues;

a $2.0 million, or 7.0%, increase primarily in aftermarket revenues;

a $1.0 million, or 5.3%, increase in all other revenues; and

a $0.2 million, or 400%, increase in intersegment revenues.

GTB Segment revenues were adversely impacted by foreign currency exchange translation of $0.6 million which is reflected in the change in revenue above.

Gross Profit. GTB Segment gross profit increased $1.2 million, or 5.0%, to $23.8 million for the three months ended September 30, 2015 from $22.6 million for the three months ended September 30, 2014. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues increased $2.7 million, or 2.4%, as a result of an increase in raw material and purchased component costs of $1.4 million, salaries and benefits of $0.2 million and overhead cost of $1.1 million. The increase in gross profit resulted from the increase in sales volume offset by $0.2 million of adverse foreign currency exchange translation impact. Additionally, the third quarter of 2015 results included $0.3 million in charges compared to $0.1 million in the prior year period in 2014 related to the Tigard, Oregon facility closure. As a percentage of revenues, gross profit increased to 16.6% for the three months ended September 30, 2015 from 16.3% for the three months ended September 30, 2014.

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Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GTB Segment selling, general and administrative expenses decreased $0.1 million, or 1.2%, to $7.1 million for the three months ended September 30, 2015 from $7.2 million for the three months ended September 30, 2014 reflecting a focus on cost discipline while selectively investing in value accretive activities that support CVG 2020.

Global Construction and Agriculture Segment Results

	Three Months Ended September 30,			
	2015		2014	
	(amounts in thousands)			
Revenues				
External Revenues	$ 60,115	96.2%	$ 74,896	96.0%
Intersegment Revenues	2,397	3.8	3,116	4.0
Total Revenues	$ 62,512	100.0%	$ 78,012	100.0%
Gross Profit	5,968	9.5	6,502	8.3
Selling, General & Administrative Expenses	5,094	8.1	5,588	7.2
Operating Income	$ 839	1.3%	$ 878	1.1%

Revenues. GCA Segment revenues decreased $15.5 million, or 19.9%, to $62.5 million for the three months ended September 30, 2015 from $78.0 million for the three months ended September 30, 2014. The decrease in GCA Segment revenues is primarily a result of:

- a $9.9 million, or 25.6%, decrease in OEM construction revenues resulting from an overall decline in the global construction and agriculture market;
- a $4.9 million, or 13.5%, decrease in automotive, agriculture and other revenues; and
- a $0.7 million, or 23.1%, decrease in intersegment revenues.

The third quarter 2015 GCA Segment revenues were negatively impacted by a $3.9 million foreign currency exchange translation, which is reflected in the change in revenue above.

Gross Profit. GCA Segment gross profit decreased $0.5 million, or 7.7%, to $6.0 million for the three months ended September 30, 2015 from $6.5 million for the three months ended September 30, 2014. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues decreased $15.0 million, or 20.9%, as a result of a decrease in raw material and purchased component costs of $10.1 million, wages and benefits of $1.1 million and overhead costs of $3.8 million. The gross profit was adversely impacted by $0.4 million foreign currency exchange translation impact. As a percentage of revenues, gross profit increased to 9.5% for the three months ended September 30, 2015 from 8.3% for

the three months ended September 30, 2014.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GCA Segment selling, general and administrative expenses decreased $0.5 million or 8.9% to $5.1 million in the three months ended September 30, 2015 from $5.6 million for the three

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months ended September 30, 2014. The decline in selling, general and administrative expenses reflects $0.3 million favorable foreign currency exchange translation and a focus on cost discipline while selectively investing in value accretive activities that support CVG 2020.

Nine Months Ended September 30, 2015 Compared to Nine Months Ended September 30, 2014

Consolidated Results

Revenues. On a consolidated basis, revenues increased $12.7 million, or 2.0%, to $640.6 million in the nine months ended September 30, 2015 from $627.9 million in the nine months ended September 30, 2014. The increase in revenues primarily resulted from increased North American MD / HD Truck production volumes. The change in consolidated revenue is primarily a result of:

- a $24.8 million, or 9.2%, increase primarily in OEM North American MD / HD Truck revenues;
- a $7.3 million, or 6.4%, increase in aftermarket sales;
- a $3.3 million, or 3.1%, increase in revenues from specialty, agriculture and other markets; and
- a $22.7 million, or 17.0%, decrease in OEM construction revenues.

The revenues for the nine months ended September 30, 2015 were adversely impacted by foreign currency exchange translation of $15.1 million, which is reflected in the change in revenue above.

Gross Profit. Gross profit increased $5.6 million, to $86.5 million for the nine months ended September 30, 2015 compared to $80.9 million in the nine months ended September 30, 2014. Included in gross profit is cost of revenues which consists primarily of raw materials and purchased components for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utility costs related to our operations. Cost of revenue increased $7.2 million, or 1.3% resulting from an increase in raw material and purchased component costs of $4.7 million, wages and benefits of $0.4 million and overhead costs of $2.1 million. The increase in gross profit primarily resulted from the increase in sales volume, offset by $1.0 million of net warranty charges, an increase in Tigard, Oregon facility closure costs of $0.1 million and unfavorable foreign currency exchange translation impacts of $2.0 million. Additionally, we incurred a loss of $0.8 million on the sale of our Norwalk, Ohio facility in the nine months ended September 30, 2014. As a percentage of revenues, gross profit was 13.5% for the nine months ended September 30, 2015 compared to 12.9% for the nine months ended September 30, 2014.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consists primarily of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs which are not directly or indirectly associated with the manufacturing of our products. Selling, general and administrative expenses decreased $2.9 million, or 5.2%, to $52.7 million in the nine months ended September 30, 2015 from $55.6 million in the nine months ended September 30, 2014. The decline in selling, general and administrative expenses reflects $1.0 million favorable foreign currency exchange translation and a focus on cost discipline while selectively investing in value accretive activities that support CVG 2020.

Interest and Other Expense. Interest, associated with our long-term debt, and other expense was $15.3 million and $15.5 million in the nine months ended September 30, 2015 and 2014, respectively.

Provision for Income Taxes. An income tax provision of $8.1 million was recorded for the nine months ended September 30, 2015 compared to a tax provision of $5.3 million for the nine months ended September 30, 2014. The period over period change in the tax provision resulted primarily from the mix of income between our U.S. and non-U.S. locations, as well as, an overall increase in consolidated net income. Additional items impacting the 2015 tax provision included a $0.9 million favorable adjustment to certain U.S. permanent tax items offset by a net increase of $0.9 million in valuation allowances in certain foreign tax jurisdictions. The net increase in valuation allowances of $0.9 million included establishing a $1.7 million valuation allowance in China offset by the release of $0.8 million of valuation allowances in Belgium and Luxembourg.

Net Income Attributable to CVG Stockholders. Net income attributable to CVG stockholders was $9.4 million and $3.4 million for the nine months ended September 30, 2015 and 2014, respectively. The increase in net income is attributed to the factors noted above.

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SEGMENT RESULTS

Global Truck and Bus Segment Results

	Nine Months Ended September 30,			
	2015		2014	
	(amounts in thousands)			
Revenues				
External Revenues	$ 437,682	99.9%	$ 393,658	99.9%
Intersegment Revenues	457	0.1	317	0.1
Total Revenues	$ 438,139	100.0%	$ 393,975	100.0%
Gross Profit	68,010	15.5	57,747	14.7
Selling, General & Administrative Expenses	21,528	4.9	21,697	5.5
Operating Income	$ 45,589	10.4%	$ 34,998	8.9%

Revenues. GTB Segment revenues increased $44.1 million, or 11.2%, to $438.1 million for the nine months ended September 30, 2015 from $394.0 million for the nine months ended September 30, 2014. The increase in GTB Segment revenue is primarily a result of:

a $26.1 million, or 10.1%, increase in OEM North American MD / HD Truck revenues;

a $9.1 million, or 11.3%, increase in aftermarket revenues;

a $8.8 million, or 16.1%, increase in all other market revenues; and

a $0.1 million, or 44.2%, increase in intersegment revenues.

GTB Segment revenues for the nine months ended September 30, 2015 were adversely impacted by foreign currency exchange translation of $2.0 million, which is reflected in the changes in revenue above.

Gross Profit. GTB Segment gross profit increased $10.3 million, or 17.8%, to $68.0 million for the nine months ended September 30, 2015 from $57.7 million for the nine months ended September 30, 2014. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues increased $33.9 million, or 10.1%, as a result of an increase in raw material and purchased component costs of $22.9 million, salaries and benefits of $2.9 million and overhead cost of $8.1 million. The increase in gross profit resulted from the increase in sales volume, offset by unfavorable foreign currency exchange translation impacts of $0.3 million, net warranty charges of $1.5 million and the net period over period increase in closure costs associated with the closure of our Tigard, Oregon facility of $0.1 million. Additionally, we incurred a loss of $0.8 million on the sale of our Norwalk, Ohio facility in the nine months ended September 30, 2014.

As a percentage of revenues, gross profit increased to 15.5% for the nine months ended September 30, 2015 from 14.7% for the nine months ended September 30, 2014.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GTB Segment selling, general and administrative expenses decreased $0.2 million, or 0.8%, to $21.5 million for the nine months ended September 30, 2015 from $21.7 million for the nine months ended September 30, 2014, reflecting continued focus on cost discipline while selectively investing in value accretive activities that support CVG 2020.

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Global Construction and Agriculture Segment Results

	Nine Months Ended September 30,			
	2015		2014	
	(amounts in thousands)			
Revenues				
External Revenues	$ 202,967	96.1%	$ 234,211	96.6%
Intersegment Revenues	8,288	3.9	8,213	3.4
Total Revenues	$ 211,255	100.0%	$ 242,424	100.0%
Gross Profit	22,229	10.5	25,615	10.6
Selling, General & Administrative Expenses	14,825	7.0	16,335	6.7
Operating Income	$ 7,298	3.5%	$ 9,170	3.8%

Revenues. GCA Segment revenues decreased $31.1 million, or 12.8%, to $211.3 million for the nine months ended September 30, 2015 from $242.4 million for the nine months ended September 30, 2014. The decrease in GCA Segment revenues were primarily a result of:

- a $24.5 million, or 19.3%, decrease in OEM construction revenues resulting from an overall decline in the Asian and North American construction market;
- a $6.7 million, or 6.3%, decrease in revenue from automotive, truck and other markets; and
- a $0.1 million, or 0.9%, increase in intersegment revenues.

GCA Segment sales for the nine months ended September 30, 2015 were adversely impacted by foreign currency exchange translation of $13.1 million, which is reflected in the change in revenue above.

Gross Profit. GCA Segment gross profit decreased $3.4 million, or 13.2%, to $22.2 million for the nine months ended September 30, 2015 from $25.6 million for the nine months ended September 30, 2014. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues decreased $27.8 million, or 12.8%, as a result of a decrease in raw material and purchased component costs of $19.1 million, wages and benefits of $2.4 million and overhead costs of $6.3 million. The decrease in gross profit resulted from the decrease in sales volume and unfavorable foreign currency exchange translation of $1.7 million. As a percentage of revenues, gross profit was 10.5% for the nine months ended September 30, 2015 compared to 10.6% for the nine months ended September 30, 2014.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of wages and benefits and other overhead expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GCA Segment selling, general and administrative expenses decreased $1.5 million, or 9.2%, to $14.8 million in the nine months ended September 30,

2015 from $16.3 million for the nine months ended September 30, 2014. The decline in selling, general, and administrative expenses reflects $1.0 million favorable foreign currency exchange translation and a focus on cost discipline while selective investing in value accretive activities that support CVG 2020.

Liquidity and Capital Resources

Cash Flows

Our primary sources of liquidity during the nine months ended September 30, 2015 was cash generated from the sale of our various products to our customers. We believe that cash from operations, existing cash reserves, and availability under our revolving credit facility will provide adequate funds for our working capital needs, planned capital expenditures and servicing of our debt through the remainder of 2015; however, no assurance can be given that this will be the case. We did not borrow under our revolving credit facility during the period ended September 30, 2015.

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For the nine months ended September 30, 2015, net cash provided by operations was $52.4 million compared to net cash provided by operations of $14.4 million for the nine months ended September 30, 2014. In 2015, we expect to be cash accretive even as we invest in initiatives inherent in CVG 2020. Cash flows from operations net of cash flows from investing activities for the three months and nine months ended September 30, 2015 were $28.6 million, and $42.3 million, respectively.

For the nine months ended September 30, 2015, we used $10.1 million of net cash for investing activities compared to net cash used for investing activities of $9.0 million for the nine months ended September 30, 2014. The cash used for investing activities for the nine months ended September 30, 2015 increased $1.1 million in part as a consequence of capital expenditures to support our CVG 2020 plan. In 2015, we expect capital expenditures to be in the range of $16 million to $20.0 million, down from $19 million to $22 million disclosed in the Form 10-Q for the period ended June 30, 2015. The reduction in capital expenditures primarily reflect more efficient acquisition of capital goods, the favorable impact of foreign currency translation, and expected carryover into 2016 of capital expenditures planned for 2015.

For the nine months ended September 30, 2015, there were no financing activities. The net cash used for financing activities was approximately $1.6 million for the nine months ended September 30, 2014 and reflected proceeds from loans taken against our life insurance policies to fund deferred compensation payments, as well as the deferred payout of $2.6 million in June 2014 relating to the Daltek acquisition that occurred in 2012.

As of September 30, 2015, cash held by foreign subsidiaries was $24.5 million. If we were to repatriate any portion of these funds back to the U.S., we would accrue and pay the appropriate withholding and income taxes on amounts repatriated. We do not intend to repatriate funds held by our foreign affiliates, but intend to use the cash to fund the growth of our foreign operations.

Debt and Credit Facilities

As of September 30, 2015, our outstanding indebtedness consisted of an aggregate of $250.0 million of 7.875% notes due 2019 (the 7.875% notes). We had $2.9 million of outstanding letters of credit under various financing arrangements and an additional $37.1 million of borrowing capacity under our revolving credit facility, which is subject to an availability block.

Revolving Credit Facility

On November 15, 2013, the Company and some of our subsidiaries, as borrowers (collectively, the borrowers) entered into a Second Amended and Restated Loan and Security Agreement (the Second ARLS Agreement) with Bank of America, N.A. as agent and lender, which amended and restated the Amended and Restated Loan and Security Agreement, dated as of April 26, 2011.

The material terms of the Second ARLS Agreement include the following:

- A facility in the amount of $40.0 million with the ability to increase to up to an additional $35.0 million under certain conditions;

Availability is subject to borrowing base limitations and an availability block equal to the amount of debt Bank of America, N.A. or its affiliates makes available to the Company s foreign subsidiaries;

Availability of up to an aggregate amount of $10.0 million for the issuance of letters of credit, which reduces the total amount available;

Extension of the maturity date to November 15, 2018;

Amendments to certain covenants to provide additional flexibility, including (i) conditional permitted distributions, permitted foreign investments, and permitted acquisitions on minimum availability, fixed charge coverage ratio and other requirements, and (ii) permitting certain sale-leaseback transactions;

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Permitting repurchase of the Company s 7.875% notes due 2019 under certain circumstances; and

Reduction of the fixed charge coverage ratio maintenance requirement to 1.0:1.0 and reduction of the availability threshold for triggering compliance with the fixed charge coverage ratio, as described below.

The applicable margin is based on average daily availability under the revolving credit facility as follows:

Level	Average Daily Availability	Base Rate Loans	LIBOR Revolver Loans
III	³ $20,000,000	0.50%	1.50%
II	> $10,000,000 but < $20,000,000	0.75%	1.75%
I	£ $10,000,000	1.00%	2.00%

As of September 30, 2015, $3.1 million in deferred fees relating to the revolving credit facility and our 7.875% notes were being amortized over the remaining life of the agreements. In addition, as of September 30, 2015, we had outstanding letters of credit of $2.9 million and borrowing availability of $37.1 million under the revolving credit facility.

The borrowers obligations under the revolving credit facility are secured by a first-priority lien (subject to certain permitted liens) on substantially all of our tangible and intangible assets, as well as 100% of the capital stock of the direct domestic subsidiaries of each borrower and 65% of the capital stock of each foreign subsidiary directly owned by a borrower. The borrowers are jointly and severally liable for the obligations under the revolving credit facility and unconditionally guarantee the prompt payment and performance thereof.

The applicable margin will be subject to increase or decrease by the agent on the first day of the calendar month following each fiscal quarter end. If the agent is unable to calculate average daily availability for a fiscal quarter due to borrower s failure to deliver a borrowing base certificate when required, the applicable margin will be set at Level I until the first day of the calendar month following receipt of a borrowing base certificate. As of September 30, 2015, the applicable margin was set at Level III.

We pay a commitment fee to the lenders equal to 0.25% per annum of the unused amounts under the revolving credit facility.

Terms, Covenants and Compliance Status

The Second ARLS Agreement requires the maintenance of a minimum fixed charge coverage ratio calculated based upon consolidated EBITDA (as defined in the Second ARLS Agreement) as of the last day of each of the Company s fiscal quarters. The borrowers are not required to comply with the fixed charge coverage ratio requirement for as long as the borrowers maintain at least $7.5 million of borrowing availability under the revolving credit facility. If borrowing availability is less than $7.5 million at any time, we would be required to comply with a fixed charge coverage ratio of 1.0:1.0 as of the end of any fiscal quarter, and would be required to continue to comply with these requirements until we have borrowing availability of $7.5 million or greater for 60 consecutive days. Because the Company had borrowing availability in excess of $7.5 million from December 31, 2014 through September 30, 2015, the Company was not required to comply with the minimum fixed charge coverage ratio covenant for the nine months ending September 30, 2015.

The Second ARLS Agreement contains other customary restrictive covenants, customary events of default, customary reporting and other affirmative covenants, as described in Note 11 to our consolidated financial statements in this Form 10-Q. The Company was in compliance with these covenants as of September 30, 2015.

Certain of the defaults are subject to exceptions, materiality qualifiers, grace periods and baskets customary for credit facilities of this type.

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

The Second ARLS Agreement requires the borrowers to make mandatory prepayments with the proceeds of certain asset dispositions and upon the receipt of insurance or condemnation proceeds to the extent the borrowers do not use the proceeds for the purchase of assets useful in the borrowers businesses.

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7.875% Senior Secured Notes due 2019

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

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

The 7.875% Notes Indenture contains restrictive covenants, including, without limitation, limitations on our ability and the ability of our restricted subsidiaries to: incur additional debt; restrict dividends or other payments of subsidiaries; make investments; engage in transactions with affiliates; create liens on assets; engage in sale/leaseback transactions; and consolidate, merge or transfer all or substantially all of our assets and the assets of our restricted subsidiaries. In addition, subject to certain exceptions, the 7.875% Notes Indenture does not permit us to pay dividends on, redeem or repurchase our capital stock or make other restricted payments unless certain conditions are met, including (i) no default under the 7.875% Notes Indenture has occurred and is continuing, (ii) we and our subsidiaries maintain a consolidated coverage ratio of 2.0 to 1.0 on a pro forma basis and (iii) the aggregate amount of the dividends or payments made under this restriction would not exceed 50% of consolidated net income from October 1, 2010 to the end of the most recent fiscal quarter (or, if consolidated net income for such period is a deficit, minus 100% of such deficit), plus cash proceeds received from certain issuances of capital stock, plus certain other amounts. These covenants are subject to important qualifications and exceptions set forth in the 7.875% Notes Indenture. We were in compliance with these covenants as of September 30, 2015.

The 7.875% Notes Indenture provides for events of default (subject in certain cases to customary grace and cure periods) which include, among others:

nonpayment of principal or interest when due;

breach of covenants or other agreements in the 7.875% Notes Indenture;

defaults in payment of certain other indebtedness;

certain events of bankruptcy or insolvency; and

certain defaults with respect to the security interests.

Generally, if an event of default occurs, the trustee or the holders of at least 25% in principal amount of the then outstanding 7.875% notes may declare the principal of and accrued but unpaid interest on all of the 7.875% notes to be due and payable immediately. All provisions regarding remedies in an event of default are subject to the Intercreditor Agreement. We were not in default under the 7.875% Notes Indenture as of September 30, 2015.

On and after April 15, 2015, the Company is entitled at its option to redeem all or a portion of the 7.875% notes at the redemption prices, plus accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period commencing on April 15 of the years set forth below:

Year	Redemption Price
2015	103.938%
2016	101.969%
2017 and thereafter	100.000%

As of September 30, 2015, we had not redeemed any amounts of the 7.875% notes since inception. If we experience certain change of control events, holders of the 7.875% notes may require us to repurchase all or part of their notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

On October 15, 2015, the Company elected to call for the redemption of $15 million of its $250 million outstanding 7.875% notes. The redemption price for the 7.875% notes is equal to 103.938% of the principal amount of the 7.875% notes, plus accrued and unpaid interest to, but not including, the redemption date, which will be on November 14, 2015. Upon the partial redemption by the Company of the 7.875% notes, $235 million of the 7.875% notes will remain outstanding.

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Covenants and Liquidity

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

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

Forward-Looking Statements

All statements, other than statements of historical fact included in this Form 10-Q, including without limitation the statements under Management s Discussion and Analysis of Financial Condition and Results of Operations are, or may be deemed to be, forward-looking statements which speak only as of the date the statements were made. When used in this Form 10-Q, the words believes, anticipates, plans, expects, intend, will, should, could, would, likely, and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such forward-looking statements may include management s current expectations for future periods with respect to industry outlook, financial covenant compliance, anticipated effects of acquisitions, production of new products, plans for capital expenditures and our results of operations or financial position and liquidity, and are based on the beliefs of our management as well as on assumptions made by and information currently available to us at the time such statements were made. Investors are warned that actual results may differ from management s expectations. Various economic and competitive factors could cause actual results to differ materially from those discussed in such forward-looking statements, including factors which are outside of our control, such as risks relating to: (i) general economic or business conditions affecting the markets in which we serve; (ii) our ability to develop or successfully introduce new products; (iii) risks associated with conducting business in foreign countries and currencies; (iv) increased competition in the heavy-duty and medium-duty truck or construction market; (v) our failure to complete or successfully integrate strategic acquisitions; (vi) the impact of changes in governmental regulations on our customers or on our business; (vii) the loss of business from a major customer or the discontinuation of particular commercial vehicle platforms; (viii) our ability to obtain future financing due to changes in the lending markets or our financial position; (ix) our ability to comply with the financial covenants in our revolving credit facility; and (x) various other risks as outlined under the heading Risk Factors in our 2014 Form 10-K. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their

entirety by such cautionary statements.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We believe there are no material changes in the quantitative and qualitative market risks since our 2014 Form 10-K.

ITEM 4 CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Our senior management is responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), designed to ensure that information required to be disclosed by us in the reports that we file or submit

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under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer s management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report, with the participation of our Chief Executive Officer and Chief Financial Officer, as well as other key members of our management. Based upon the disclosure controls evaluation, our CEO and CFO have concluded that as of September 30, 2015, our internal controls over financial reporting were effective.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the three months ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls also can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings:
We are subject to various legal proceedings and claims arising in the ordinary course of business, including, but not limited to, workers compensation claims, OSHA investigations, employment disputes, unfair labor practice charges, customer and supplier disputes, product liability claims, intellectual property disputes, environmental claims, and examinations by the Internal Revenue Service arising out of the conduct of our businesses. We are not involved in any litigation at this time in which we expect that an unfavorable outcome of the proceedings will have a material adverse effect on our financial position, results of operations or cash flows.

Item 1A. Risk Factors:
There have been no material changes to our risk factors as disclosed in Item 1A. Risk Factors in our 2014 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
We did not sell any equity securities during the three months ended September 30, 2015 that were not registered under the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities.
Not applicable.

Item 4. Mine Safety Disclosures.
Not applicable.

Item 5. Other Information.
Not applicable.

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Item 6. Exhibits:

31.1	302 Certification by Richard P. Lavin, President and Chief Executive Officer.
31.2	302 Certification by C. Timothy Trenary, Chief Financial Officer.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data Files

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SIGNATURE

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

COMMERCIAL VEHICLE GROUP, INC.

Date: November 4, 2015

By: /s/ C. Timothy Trenary
C. Timothy Trenary
Chief Financial Officer
(Principal Financial Officer)

Date: November 4, 2015

By: /s/ Stacie N. Fleming
Stacie N. Fleming
Chief Accounting Officer
(Principal Accounting Officer)