Commercial Vehicle Group, Inc.
Form 10-Q
May 10, 2010

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

Form 10-Q

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

For the quarterly period ended March 31, 2010

OR

o **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 þ No o

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 o No o

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 o	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company þ

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No þ

The number of shares outstanding of the Registrant s common stock, par value $.01 per share, at March 31, 2010 was 28,308,722 shares.

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 STATEMENTS OF OPERATIONS

	Three Months Ended	
	March 31, 2010 (Unaudited)	March 31, 2009 (Unaudited)
	(In thousands, except per share amounts)	
REVENUES	$ 146,407	$ 108,530
COST OF REVENUES	129,515	111,779
Gross Profit (Loss)	16,892	(3,249)
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	13,211	13,343
AMORTIZATION EXPENSE	60	97
RESTRUCTURING COSTS		1,712
Operating Income (Loss)	3,621	(18,401)
OTHER INCOME	(1,459)	(4,892)
INTEREST EXPENSE	4,514	3,644
LOSS ON EARLY EXTINGUISHMENT OF DEBT		795
Income (Loss) Before (Benefit) Provision for Income Taxes	566	(17,948)
(BENEFIT) PROVISION FOR INCOME TAXES	(110)	1,456
NET INCOME (LOSS)	$ 676	$ (19,404)
INCOME (LOSS) PER COMMON SHARE:		
Basic	$ 0.03	$ (0.89)
Diluted	$ 0.03	$ (0.89)
WEIGHTED AVERAGE SHARES OUTSTANDING:		
Basic	22,898	21,746

Diluted	23,834	21,746

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 BALANCE SHEETS

	March 31, 2010 (Unaudited)	December 31, 2009 (Unaudited)
	(In thousands, except share and per share amounts)	
ASSETS		
CURRENT ASSETS:		
Cash	$ 25,314	$ 9,524
Accounts receivable, net of reserve for doubtful accounts of $1,930 and $1,812, respectfully	83,222	74,063
Inventories, net	60,222	58,051
Prepaid expenses and other, net	29,127	26,781
Total current assets	197,885	168,419
PROPERTY, PLANT AND EQUIPMENT, net	59,595	62,315
INTANGIBLE ASSETS, net of accumulated amortization of $2,066 and $2,006, respectively	4,027	4,087
OTHER ASSETS, net	15,307	15,688
TOTAL ASSETS	$ 276,814	$ 250,509
LIABILITIES AND STOCKHOLDERS DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	59,842	59,657
Accrued liabilities, other	32,567	32,977
Total current liabilities	92,409	92,634
LONG-TERM DEBT	163,740	162,644
PENSION AND OTHER POST-RETIREMENT BENEFITS	25,964	26,915
OTHER LONG-TERM LIABILITIES	5,427	6,081
Total liabilities	287,540	288,274
COMMITMENTS AND CONTINGENCIES (Note 12)		
STOCKHOLDERS DEFICIT:		
Preferred stock $.01 par value; 5,000,000 shares authorized; no shares issued and outstanding; common stock $.01 par value; 30,000,000 shares authorized; 27,085,301 and 22,070,531 shares issued and outstanding, respectively	271	221
Treasury stock purchased from employees; 130,674 shares, respectively	(1,090)	(1,090)
Additional paid-in capital	212,246	186,291
Retained loss	(199,170)	(199,846)

Accumulated other comprehensive loss		(22,983)		(23,341)
Total stockholders deficit		(10,726)		(37,765)
TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT	$	276,814	$	250,509

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

	Three Months Ended	
	March 31, 2010 (Unaudited)	March 31, 2009 (Unaudited)
	(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 676	$ (19,404)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:		
Depreciation and amortization	3,361	4,415
Noncash amortization of debt financing costs	379	325
Loss on early extinguishment of debt		795
Amortization of bond discount/premium, net	(333)	
Paid-in-kind interest	1,429	
Shared-based compensation expense	647	771
(Gain) loss on sale of assets	(13)	365
Noncash gain on forward exchange contracts	(1,068)	(4,858)
Change in other operating items	(14,784)	21,377
Net cash (used in) provided by operating activities	(9,706)	3,786
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(718)	(1,690)
Proceeds from disposal/sale of property plant and equipment	22	
Other assets and liabilities	(285)	(976)
Net cash used in investing activities	(981)	(2,666)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock, net	25,358	
Repayment of revolving credit facility		(87,121)
Borrowings under revolving credit facility		87,807
Payments on capital lease obligations		(30)
Debt issuance costs and other		(2,631)
Net cash provided by (used in) financing activities	25,358	(1,975)
EFFECT OF CURRENCY EXCHANGE RATE CHANGES ON CASH	1,119	(1,105)
NET INCREASE (DECREASE) IN CASH	15,790	(1,960)
CASH:		
Beginning of period	9,524	7,310

End of period	$ 25,314	$ 5,350
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 4,777	$ 6,275
Cash refund for income taxes, net	$ (255)	$ (655)

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. and its subsidiaries (CVG , Company or we) design and manufacture seat systems, interior trim systems (including instrument and door panels, headliners, cabinetry, molded products and floor systems), cab structures and components, mirrors, wiper systems, electronic wiring harness assemblies and controls and switches for the global commercial vehicle market, including the heavy-duty truck market, the construction, military, bus, agriculture and specialty transportation market. We have facilities located in the United States in Arizona, Indiana, Illinois, Iowa, North Carolina, Ohio, Oregon, Tennessee, Virginia and Washington and outside of the United States in Australia, Belgium, China, Czech Republic, Mexico, Ukraine and the United Kingdom.

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 2009 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 12, 2010. Unless otherwise indicated, all amounts are in thousands except per share amounts.

Revenues and operating results for the three months ended March 31, 2010 are not necessarily indicative of the results to be expected in future operating quarters.

2. Recently Issued Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (SFAS) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*, also known as FASB Accounting Standards Codification (ASC) 105, *Generally Accepted Accounting Principles* (ASC 105) (the Codification). ASC 105 establishes the exclusive authoritative reference for U.S. GAAP for use in financial statements, except for SEC rules and interpretive releases, which are also authoritative GAAP for SEC registrants. The Codification supersedes all existing non-grandfathered, non-SEC accounting and reporting standards. Going forward, the FASB will not issue new standards in the form of Statements, FASB Staff Positions (FSP) or Emerging Issues Task Force (EITF) Abstracts. Instead, it will issue Accounting Standards Updates (ASU), which will serve to update the Codification, provide background information about the guidance and provide the basis for conclusions on the changes to the Codification.

In January 2010, the FASB issued ASU 2010-6, *Improving Disclosures about Fair Value Measurements*, which requires interim disclosures regarding significant transfers in and out of Level 1 and Level 2 fair value measurements. Additionally, this ASU requires disclosure for each class of assets and liabilities and disclosures about the valuation techniques and inputs used to measure fair value for both recurring and non-recurring fair value measurements. These disclosures are required for fair value measurements that fall in either Level 2 or Level 3. Further, the ASU requires separate presentation of Level 3 activity for the fair value measurements. We adopted the interim disclosure requirements under this standard during the quarter ended March 31, 2010, with the exception of the separate presentation in the Level 3 activity rollforward, which is not effective until fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years.

3. Fair Value Measurement

Accounting guidance on fair value measurement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements.

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

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

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

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

The fair values of our financial assets and liabilities are categorized as follows (in thousands):

	March 31, 2010				December 31, 2009			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Derivative assets [1]	$ 39	$	$ 39	$	$ 66		$ 66	$
Derivative liabilities [1]	$ 3,305	$	$ 3,305	$	$ 4,400	$	$ 4,400	$

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

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

The carrying amounts and fair values of financial instruments are as follows (in thousands):

	March 31, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt and capital leases	$ 163,740	$ 138,237	$ 162,644	$ 103,473

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

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

4. Restructuring Activities

In the three months ended December 31, 2009, we announced the following restructuring plans:

The closure and consolidation of one of our facilities located in Liberec, Czech Republic, which was a result of management s continued focus on reducing fixed costs and eliminating excess capacity. We substantially completed the closure as of December 31, 2009.

The closure of our Norwalk, Ohio truck cab assembly facility, which was a result of Navistar s decision to insource the cab assembly operations into its existing assembly facility in Escobedo, Mexico. We expect to substantially complete the Norwalk closure by June 30, 2010.

We estimate that we will record total charges for these restructuring activities of approximately $4.1 million, consisting of approximately $0.6 million of employee-related costs and approximately $3.5 million of facility closure and other costs. For the three months ended March 31, 2010, we did not record expenses related to these

restructurings. We have incurred cumulative restructuring charges relating to these activities of approximately $1.7 million through March 31, 2010. We expect to incur restructuring charges of approximately $1.8 million in 2010 and $0.6 million from 2011 through 2016 relating to the closure of our Norwalk and Liberec facilities.

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A summary of the restructuring liability for the three months ended March 31, 2010 is as follows (in thousands):

	Employee Costs	Facility Exit and Other Contractual Costs	Total
Balance December 31, 2009	$ 337	$ 1,454	$ 1,791
Provisions			
Utilizations	(81)	(178)	(259)
Currency Translation		(28)	(28)
Balance March 31, 2010	$ 256	$ 1,248	$ 1,504

5. Share-Based Compensation

Restricted Stock Awards Restricted stock is a grant of shares of common stock that may not be sold, encumbered or disposed of, and that may be forfeited in the event of certain terminations of employment, prior to the end of a restricted period set by the compensation committee. A participant granted restricted stock generally has all of the rights of a stockholder, unless the compensation committee determines otherwise. Listed below is a summary of our restricted stock awards:

In October 2007, 328,900 shares of restricted stock were awarded by our compensation committee under our Second Amended and Restated Equity Incentive Plan. The shares of restricted stock granted in October 2007 vest in three equal annual installments commencing on October 20, 2008.

In November 2008, 798,450 shares of restricted stock were awarded by our compensation committee under our Second Amended and Restated Equity Incentive Plan. The shares of restricted stock granted in November 2008 vest in three equal annual installments commencing on October 20, 2009.

In November 2009, 638,150 shares of restricted stock were awarded by our compensation committee under our Third Amended and Restated Equity Incentive Plan (the Plan). The shares of restricted stock granted in November 2009 vest in three equal annual installments commencing on October 20, 2010.

As of March 31, 2010, there was approximately $3.7 million of unearned compensation expense related to non-vested share-based compensation arrangements granted under the Plan. This expense is subject to future adjustments for vesting and forfeitures and will be recognized on a straight-line basis over the remaining period of seven months for the October 2007 awards, 19 months for the November 2008 awards and 31 months for the November 2009 awards, respectively.

We currently estimate the forfeiture rates for the October 2007, November 2008 and November 2009 restricted stock awards at 6.9%, 8.2% and 8.2%, respectively, for all participants in the Plan.

The following table summarizes information about the non-vested restricted stock grants as of March 31, 2010:

	Shares (in thousands)	Weighted-Average Grant-Date Fair Value
Nonvested at December 31, 2009	1,226	$ 7.60
Granted		
Vested		
Forfeited	(3)	3.93
Nonvested at March 31, 2010	1,223	$ 7.61

As of March 31, 2010, 656,038 shares of the 3.2 million shares authorized for issuance were available for issuance under the Plan, including cumulative forfeitures.

6. Stockholders Investment

Common Stock Our authorized capital stock consists of 30,000,000 shares of common stock with a par value of $0.01 per share.

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On March 24, 2010, we completed a public offering of 4,370,000 shares of common stock at a price of $6.25 per share. Of the total shares sold to the public, 570,000 shares were used to cover over-allotments by the underwriter. We intend to use the net proceeds of approximately $25.4 million for general corporate and working capital purposes, including the funding of strategic initiatives that we may undertake from time to time.

Preferred Stock Our authorized capital stock consists of 5,000,000 shares of preferred stock with a par value of $0.01 per share, with no preferred shares outstanding as of March 31, 2010.

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, as amended. Potential common shares are included in the diluted earnings per share calculation when dilutive. Diluted earnings per share for the three months ended March 31, 2010 and 2009 includes the effects of potential common shares consisting of common stock issuable upon exercise of outstanding stock options when dilutive (in thousands, except per share amounts):

	Three Months Ended	
	March 31, 2010	March 31, 2009
Net income (loss) applicable to common stockholders basic and diluted	$ 676	$ (19,404)
Weighted average number of common shares outstanding	22,898	21,746
Dilutive effect of outstanding stock options and restricted stock grants after application of the Treasury Stock Method	936	
Dilutive shares outstanding	23,834	21,746
Basic income (loss) per share	$ 0.03	$ (0.89)
Diluted income (loss) per share	$ 0.03	$ (0.89)

For the three months ended March 31, 2010, diluted earnings per share did not include approximately 0.5 million outstanding stock options and approximately 0.1 million non-vested restricted stock, as the effect would have been antidilutive. For the three months ended March 31, 2009, diluted loss per share did not include approximately 0.7 million outstanding stock options and approximately 1.1 million non-vested restricted stock, as the effect would have been antidilutive.

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

Stockholder Rights Plan In May 2009, our board of directors adopted a Stockholder Rights Plan (Rights Plan) intended to protect stockholders from coercive or otherwise unfair takeover tactics.

Under the Rights Plan, with certain exceptions, the rights will become exercisable only if a person or group acquires 20 percent or more of our outstanding common stock or commences a tender or exchange offer that could result in ownership of 20 percent or more of our common stock. The Rights Plan has a term of 10 years and will expire on May 20, 2019, unless the rights are earlier redeemed or terminated by the board of directors.

Common Stock Warrants On August 4, 2009, we issued 745,000 warrants to purchase common stock. Each warrant was issued as part of a unit consisting of (i) $1,000 principal amount of 11%/13% third lien senior secured notes due 2013 and (ii) 17.68588 warrants. The units are immediately separable. The units were issued pursuant to a warrant and unit agreement with U.S. Bank National Association, as unit agent and warrant agent. As of March 31, 2010, approximately 687,534 warrants have been exercised.

Each warrant entitles the holder thereof to purchase one share of our common stock at an exercise price of $0.35 per share. The warrants provide for mandatory cashless exercise. The number of shares for which a warrant may be exercised and the exercise price are subject to adjustment in certain events. The warrants are exercisable at any time on or after separation and prior to their expiration on August 4, 2019.

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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 specific identification procedures, our general policy for uncollectible accounts is to reserve at a certain percentage threshold, 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 (in thousands):

	March 31, 2010	December 31, 2009
Raw materials	$ 44,247	$ 41,677
Work in process	11,103	8,955
Finished goods	12,780	14,433
Less excess and obsolete	(7,908)	(7,014)
	$ 60,222	$ 58,051

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

9. Intangible Assets

We review definite-lived intangible and long-lived assets for recoverability whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. A determination is made by management to ascertain whether property and equipment and certain definite-lived intangibles have been impaired based on the sum of expected future undiscounted cash flows from operating activities. If the estimated undiscounted cash flows are less than the carrying amount of such assets, we will recognize an impairment loss in an amount necessary to write down the assets to fair value as determined from expected discounted future cash flows.

Our intangible assets were comprised of the following (in thousands):

	March 31, 2010				December 31, 2009			
	Weighted-Average Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets:								
Trademarks/Tradenames	20 years	$ 5,655	$ (1,628)	$ 4,027	20 years	$ 5,655	$ (1,568)	$ 4,087

The aggregate intangible asset amortization expense was approximately $60 thousand and $97 thousand for the three months ended March 31, 2010 and 2009, respectively.

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The estimated intangible asset amortization expense for the fiscal year ending December 31, 2010, and for the five succeeding years is as follows (in thousands):

Fiscal Year Ended December 31,	Estimated Amortization Expense
2010	$ 240
2011	$ 240
2012	$ 240
2013	$ 240
2014	$ 240
2015	$ 240

10. Debt

Debt consisted of the following (in thousands):

	March 31, 2010	December 31, 2009
Revolving credit facilities bore interest at a weighted average of 7.4% as of March 31, 2010 and 6.2% as of December 31, 2009	$	$
8.0% senior notes due July 1, 2013	97,810	97,810
15% second lien term loan due November 1, 2012 ($16,800 principal amount, net of $3,893 and $4,150, respectively, of original issue discount)	12,907	12,650
11%/13% third lien senior secured notes due February 15, 2013 ($42,124 principal amount and $7,207 and $7,797, respectively, of issuance premium)	49,331	49,921
Paid-in-kind interest on 11%/13% third lien senior secured notes due February 15, 2013	3,692	2,263
	$ 163,740	$ 162,644

On January 7, 2009, we and certain of our direct and indirect U.S. subsidiaries, as borrowers (the borrowers), entered into a Loan and Security Agreement with Bank of America, N.A., as agent and lender, which provides for a three-year asset-based revolving credit facility with an aggregate principal amount of up to $37.5 million (after giving effect to a second amendment to our Loan and Security Agreement entered into on August 4, 2009), which is subject to an availability block of $10.0 million, until we deliver a compliance certificate for any fiscal quarter ending March 31, 2010 or thereafter demonstrating a fixed charge coverage ratio of at least 1.1 to 1.0 for the most recent four fiscal quarters, at which time the availability block will be $7.5 million at all times while the fixed charge coverage ratio is at least 1.1 to 1.0. and certain borrowing base limitations are met. 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.

As of March 31, 2010, we did not have borrowings under the Loan and Security Agreement. In addition, as of March 31, 2010, we had outstanding letters of credit of approximately $1.7 million and borrowing availability of $35.8 million under the Loan and Security Agreement, which is subject to a $10.0 million availability block.

Our Loan and Security Agreement contains financial covenants, including a minimum fixed charge coverage ratio commencing with the fiscal quarter ending March 31, 2010 if we do not maintain certain availability requirements. Because we had borrowing availability in excess of $5.0 million (after giving effect to the $10.0 million availability block) from January 1, 2010 through March 31, 2010, we were not required to comply with the minimum fixed charge coverage ratio covenant during the quarter ended March 31, 2010.

Under the Loan and Security Agreement, borrowings bear interest at various rates plus a margin based on certain financial ratios. The borrowers obligations under the Loan and Security Agreement 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 Loan and Security Agreement and unconditionally guarantees the prompt payment and performance thereof.

We entered into a loan and security agreement (the Second Lien Credit Agreement), providing for a term loan (the second lien term loan), on August 4, 2009. We issued the 11%/13% third lien senior secured notes due 2013 (the third lien notes) pursuant to an indenture, dated as of August 4, 2009 (the Third Lien Notes Indenture), by and among CVG, certain of our subsidiaries party thereto, as guarantors (the guarantors), and U.S. Bank National Association, as trustee.

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The second lien term loan due 2012 and the third lien notes are senior secured obligations of CVG. The second lien term loan is secured by a second-priority lien, and the third lien notes are secured by a third-priority lien, on substantially all of the tangible and intangible assets of CVG and certain of its domestic subsidiaries, and a pledge of 100% of the capital stock of certain of CVG s domestic subsidiaries and 65% of the capital stock of each foreign subsidiary owned directly by a domestic subsidiary. The second lien term loan and the third lien notes are guaranteed by certain of CVG s domestic subsidiaries.

The second lien term loan bears interest at the fixed per annum rate of 15% until it matures on November 1, 2012. During an event of default, if the required lenders so elect, the interest rate applied to any outstanding obligations will be equal to the otherwise applicable rate plus 2.0%. Interest on our third lien notes is payable on February 15 and August 15 of each year, beginning on February 15, 2010 until their maturity date of February 15, 2013. We paid interest entirely in pay-in-kind interest (PIK interest), by increasing the outstanding principal amount of the third lien notes, on the first interest payment date on February 15, 2010, at an annual rate of 13.0%. We have elected to pay our August 15, 2010 interest as PIK interest, at an annual rate of 13.0%. We may, at our option, elect to pay interest in cash at an annual rate of 11.0%, or PIK interest, at an annual rate of 13.0% on the interest payment date of February 15, 2011. After February 15, 2011, we will be required to make all interest payments entirely in cash, at an annual rate of 11.0%.

The 8.0% senior notes due 2013 are senior unsecured obligations and rank *pari passu* in right of payment to all of our existing and future senior indebtedness and are effectively subordinated to our existing and future secured obligations. The 8.0% senior notes are guaranteed by certain of our domestic subsidiaries. The 8% senior notes due 2013 bear interest paid semi-annually on January 1 and July 1 at a fixed per annum rate of 8% until the maturity date of July 1, 2013.

11. Income Taxes

We, or one of our subsidiaries, file federal income tax returns in the United States and income tax returns in various states and foreign jurisdictions. With few exceptions, we are no longer subject to income tax examinations by any of the taxing authorities for years before 2004. There is currently one income tax examination in process. We do not anticipate that any adjustments from these examinations will result in material changes to our consolidated financial position and results of operations.

As of March 31, 2010, we have provided a liability of approximately $2.4 million of unrecognized tax benefits related to various federal and state income tax positions. Of the $2.4 million, the amount that would impact our effective tax rate, if recognized, is $1.9 million. The remaining $0.5 million of unrecognized tax benefits consists of items that are offset by deferred tax assets, subject to valuation allowance, and thus could further impact the effective rate.

We accrue penalties and interest related to unrecognized tax benefits through income tax expense, which is consistent with the recognition of these items in prior reporting periods. We had approximately $0.6 million accrued for the payment of interest and penalties at March 31, 2010, of which $58 thousand was accrued during the current year. Accrued interest and penalties are included in the $2.4 million of unrecognized tax benefits.

During the current quarter, we released $0.6 million of tax reserves associated with items falling outside the statue of limitations. We anticipate events could occur within the next 12 months that would have an impact on the amount of unrecognized tax benefits that would be required. Approximately $0.2 million of unrecognized tax benefits relate to items that are affected by expiring statutes of limitation within the next 12 months.

As a result of federal legislation passed in 2009 that allows tax losses to be carried back for a period of five years, on April 29, 2010, we received a tax refund of approximately $21.4 million.

12. 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 continue to require their outside suppliers to guarantee or warrant their products and bear the cost of repair or replacement of such products. Depending on the terms under which we supply products to our customers, a customer may hold us responsible for some or all of the repair or replacement costs of defective products when the product supplied did not perform as represented. Our policy is to 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 three months ended March 31, 2010 (in thousands):

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Balance December 31, 2009	$ 3,066
Additional provisions recorded	54
Deduction for payments made	(392)
Currency translation adjustment	(11)
Balance March 31, 2010	$ 2,717

Leases We lease office and manufacturing space and certain equipment under non-cancelable operating lease agreements that require us to pay maintenance, insurance, taxes and other expenses in addition to annual rents. As of March 31, 2010, our equipment leases did not provide for any material guarantee of a specified portion of residual values.

Guarantees We accrue for costs associated with guarantees when it is probable that a liability has been incurred and the amount can be reasonably estimated. The most likely cost to be incurred is accrued based on an evaluation of currently available facts, and where no amount within a range of estimates is more likely, the minimum is accrued. In accordance with accounting guidance for guarantees issued after December 31, 2002, we record a liability for the fair value of such guarantees in the balance sheet. As of March 31, 2010, we had no such guarantees.

Litigation We are subject to various legal actions and claims incidental to our business, including those arising out of alleged defects, product warranties, 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 estimatable in amounts management believes are adequate to cover reasonable adverse judgments not covered by insurance. Based upon the information available to management and discussions with legal counsel, it is the opinion of management that the ultimate outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on 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.

13. Foreign Currency Forward Exchange Contracts

We use forward exchange contracts to hedge certain of the foreign currency transaction exposures primarily related to our United Kingdom operations. We estimate our projected revenues and purchases in certain foreign currencies or locations and will hedge a portion or all of the anticipated long or short position. The contracts typically run from three months up to three years. As of March 31, 2010, none of our derivatives were designated as hedging instruments; therefore, our forward foreign exchange contracts have been marked-to-market and the fair value of contracts recorded in the consolidated balance sheets with the offsetting non-cash gain or loss recorded in our consolidated statements of operations. We do not hold or issue foreign exchange options or forward contracts for trading purposes.

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

	March 31, 2010		December 31, 2009	
	U.S. $ Equivalent	U.S. Equivalent Fair Value	U.S. $ Equivalent	U.S. Equivalent Fair Value
Commitments to buy currencies:				
Japanese yen	$ (219)	$ (219)	$ (345)	$ (338)
Commitments to sell currencies:				
U.S. Dollar	$ 153	$ 153	$	$
Euro	8,764	10,241	12,809	15,095

Japanese yen	5,633	7,422	8,004	10,045
	$ 14,550	$ 17,816	$ 20,813	$ 25,140
Total	$ 14,331	$ 17,597	$ 20,468	$ 24,802

The fair value of our derivative instruments was a net liability of approximately $3.3 million and $4.4 million as of March 31, 2010 and December 31, 2009, respectively. The net liability was comprised of $3.3 million and $4.4 million in accrued liabilities in the condensed consolidated balance sheets as of March 31, 2010 and December 31, 2009, respectively.

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We consider the impact of our and our counterparties credit risk on the fair value of the contracts as well as the ability of each party to execute its obligations under the contract. For the three months ended March 31, 2010, we recorded a credit valuation adjustment of approximately $0.1 million on our foreign currency forward contracts, which is included in other income on the condensed consolidated statement of operations.

The following table summarizes the fair value and presentation in the consolidated balance sheets for derivatives not designated as hedging instruments (in thousands):

	Asset Derivatives			
	March 31, 2010		December 31, 2009	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange contracts	Other assets	$ 39	Other assets	$ 66

	Liability Derivatives			
	March 31, 2010		December 31, 2009	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange contracts	Accrued liabilities	$ 3,305	Accrued liabilities	$ 4,400

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

		Three Months Ended	
		March 31, 2010	March 31, 2009
	Location of Gain Recognized in Income on Derivatives	Amount of Gain Recognized in Income on Derivatives	
Foreign exchange contracts	Other Income	$ 1,068	$ 4,858

14. 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.

The components of net periodic benefit cost related to the pension and other post-retirement benefit plans was as follows (in thousands):

	U.S. Pension Plans				Other Post-Retirement Benefit Plans	

	Non-U.S. Pension Plans					
	Three Months Ended		Three Months Ended		Three Months Ended	
	March 31, 2010	March 31, 2009	March 31, 2010	March 31, 2009	March 31, 2010	March 31, 2009
Service cost	$ 46	$ 76	$	$	$ 1	$ 4
Interest cost	504	474	528	453	30	32
Expected return on plan assets	(424)	(379)	(400)	(318)		
Recognized actuarial loss (gain)	32	26	93	42	1	(12)
Net periodic benefit cost	158	197	221	177	32	24
Special termination benefits	28	35			68	85
Net benefit cost	$ 186	$ 232	$ 221	$ 177	$ 100	$ 109

We previously disclosed in our financial statements for the year ended December 31, 2009, that we expect to contribute approximately $1.8 million to our pension plans and $0.6 million to our other post-retirement benefit plans in 2010. As of March 31, 2010, approximately $0.6 million of contributions have been made to our pension plans. We anticipate contributing an additional $1.4 million to our pension plans in 2010 for total estimated contributions during 2010 of $2.0 million to our pension plans.

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15. Comprehensive Loss

We follow the comprehensive income accounting guidance, which established standards for reporting and display of comprehensive income and its components. Comprehensive income reflects the change in equity of a business enterprise during a period from transactions and other events and circumstances from nonowner sources. Comprehensive income represents net income adjusted for foreign currency translation adjustments and minimum pension liability. In accordance with the accounting guidance, we have elected to disclose comprehensive income in stockholders investment. The components of accumulated other comprehensive loss consisted of the following as of March 31, 2010 (in thousands):

Foreign currency translation adjustment	$ (7,900)
Pension liability	(15,083)
	$ (22,983)

Comprehensive income (loss) was as follows (in thousands):

	Three Months Ended	
	March 31, 2010	March 31, 2009
Net income (loss)	$ 676	$ (19,404)
Other comprehensive income (loss):		
Foreign currency translation adjustment	158	(1,636)
Unrealized loss on derivative instruments		45
Pension liability	200	
Comprehensive income (loss)	$ 1,034	$ (20,995)

16. Related Party Transactions

In May 2008, we entered into a freight services arrangement with Group Transportation Services Holdings, Inc. (GTS), a third party logistics and freight management company. Under this arrangement, which was approved by our Audit Committee on April 29, 2008, GTS manages a portion of the Company s freight and logistics program as well as administers its payments to additional third party freight service providers. Richard A. Snell, our Chairman, is an Operating Partner of Thayer Hidden Creek, the controlling shareholder of GTS, and Scott D. Rued, a member of the Company s Board of Directors, is Chairman of the Board of GTS and Managing Partner of Thayer Hidden Creek. For the three months ended March 31, 2010, we made payments to GTS of approximately $3.5 million, which consisted primarily of payments from us for other third-party service providers, and the balance of which consisted of approximately $0.2 million of fees for GTS s services.

17. Consolidating Guarantor and Non-Guarantor Financial Information

The following condensed consolidating financial information presents balance sheets, statements of operations and cash flow information related to our business. Each guarantor is a direct or indirect subsidiary of CVG and has fully and unconditionally guaranteed the 8% senior notes and third lien notes issued by CVG, on a joint and several basis. The following condensed consolidating financial information presents the financial information of CVG (the parent company), the guarantor companies and the non-guarantor companies in accordance with Rule 3-10 under the Securities and Exchange Commission s Regulation S-X. The financial information may not necessarily be indicative of results of operations or financial position had the guarantor companies or non-guarantor companies operated as independent entities. The guarantor companies and the non-guarantor companies include the consolidated financial results of their wholly owned subsidiaries accounted for under the equity method. All applicable corporate expenses have been allocated appropriately among the guarantor and non-guarantor subsidiaries.

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2010

	Parent Company	Guarantor Companies	Non-Guarantor Companies	Eliminations	Consolidated
			(In thousands)		
REVENUES	$	$ 115,975	$ 39,273	$ (8,841)	$ 146,407
COST OF REVENUES		102,962	35,394	(8,841)	129,515
Gross Profit		13,013	3,879		16,892
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES		10,278	2,933		13,211
AMORTIZATION EXPENSE		60			60
EQUITY IN EARNINGS OF CONSOLIDATED SUBSIDIARIES	(3,282)	(488)		3,770	
Operating Income	3,282	3,163	946	(3,770)	3,621
OTHER INCOME			(1,459)		(1,459)
INTEREST EXPENSE (INCOME)	4,510	(18)	22		4,514
(Loss) Income Before (Benefit) Provision for Income Taxes	(1,228)	3,181	2,383	(3,770)	566
(BENEFIT) PROVISION FOR INCOME TAXES	(1,904)	1,535	259		(110)
NET INCOME	$ 676	$ 1,646	$ 2,124	$ (3,770)	$ 676

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
CONDENSED CONSOLIDATED BALANCE SHEET AS OF MARCH 31, 2010

	Parent Company	Guarantor Companies	Non-Guarantor Companies	Elimination	Consolidated
			(In thousands)		
		ASSETS			
CURRENT ASSETS:					
Cash	$ 17,192	$	$ 8,122	$	$ 25,314
Accounts receivable, net	218	60,403	22,601		83,222
Intercompany receivable	51,839	10,377		(62,216)	
Inventories, net		34,687	25,535		60,222
Prepaid expenses and other, net	2,371	16,610	10,210	(64)	29,127
Total current assets	71,620	122,077	66,468	(62,280)	197,885
PROPERTY, PLANT AND EQUIPMENT, net		54,716	4,879		59,595
EQUITY INVESTMENT IN SUBSIDIARIES	80,862	9,523		(90,385)	
INTANGIBLE ASSETS, net		4,027			4,027
OTHER ASSETS, net	5,430	9,839	38		15,307
TOTAL ASSETS	$ 157,912	$ 200,182	$ 71,385	$ (152,665)	$ 276,814
		LIABILITIES AND STOCKHOLDERS (DEFICIT) INVESTMENT			
CURRENT LIABILITIES:					
Accounts payable		37,986	21,856		59,842
Intercompany payable		47,998	14,218	(62,216)	
Accrued liabilities, other	2,041	19,753	10,773		32,567
Total current liabilities	2,041	105,737	46,847	(62,216)	92,409
LONG-TERM DEBT, net	163,740				163,740
PENSION AND OTHER POST-RETIREMENT BENEFITS		14,022	11,942		25,964
OTHER LONG-TERM LIABILITIES	2,857	327	2,307	(64)	5,427
Total liabilities	168,638	120,086	61,096	(62,280)	287,540
STOCKHOLDERS (DEFICIT) INVESTMENT	(10,726)	80,096	10,289	(90,385)	(10,726)
TOTAL LIABILITIES AND STOCKHOLDERS (DEFICIT) INVESTMENT	$ 157,912	$ 200,182	$ 71,385	$ (152,665)	$ 276,814

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2010

	Parent Company	Guarantor Companies	Non-Guarantor Companies	Elimination	Consolidation
			(In thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net cash used in operating activities	$ (5,045)	$ (2,200)	$ (2,461)	$	$ (9,706)
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property, plant and equipment		(593)	(125)		(718)
Proceeds from disposal/sale of property plant and equipment		22			22
Other assets and liabilities		(285)			(285)
Net cash used in investing activities		(856)	(125)		(981)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from issuance of common stock, net	25,358				25,358
Change in intercompany receivables/payables	(3,130)	3,018	112		
Net cash provided by (used in) financing activities	22,228	3,018	112		25,358
EFFECT OF CURRENCY EXCHANGE RATE CHANGES ON CASH			1,119		1,119
NET INCREASE (DECREASE) IN CASH	17,183	(38)	(1,355)		15,790
CASH:					
Beginning of period	9	38	9,477		9,524
End of period	$ 17,192	$	$ 8,122	$	$ 25,314

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2009

	Parent Company	Guarantor Companies	Non-Guarantor Companies	Elimination	Consolidated
			(In thousands)		
REVENUES	$ (70)	$ 89,231	$ 24,677	$ (5,308)	$ 108,530
COST OF REVENUES		91,723	25,364	(5,308)	111,779
Gross Loss	(70)	(2,492)	(687)		(3,249)
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES		9,839	3,504		13,343
AMORTIZATION EXPENSE		97			97
EQUITY IN EARNINGS OF CONSOLIDATED SUBSIDIARIES	17,441	(51)		(17,390)	
RESTRUCTURING COSTS		618	1,094		1,712
Operating Loss	(17,511)	(12,995)	(5,285)	17,390	(18,401)
OTHER EXPENSE (INCOME)		13	(4,905)		(4,892)
INTEREST (INCOME) EXPENSE	(194)	3,797	41		3,644
LOSS ON EARLY EXTINGUISHMENT OF DEBT	795				795
Loss Before Provision for Income Taxes	(18,112)	(16,805)	(421)	17,390	(17,948)
PROVISION FOR INCOME TAXES	1,292		164		1,456
NET LOSS	$ (19,404)	$ (16,805)	$ (585)	$ 17,390	$ (19,404)

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
CONDENSED CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2009

	Parent Company	Guarantor Companies	Non-Guarantor Companies	Elimination	Consolidated
			(In thousands)		
			ASSETS		
CURRENT ASSETS:					
Cash	$ 9	$ 38	$ 9,477	$	$ 9,524
Accounts receivable, net	218	57,680	16,165		74,063
Intercompany receivable	48,709	9,853		(58,562)	
Inventories, net		34,425	23,626		58,051
Prepaid expenses and other, net	570	16,812	9,461	(62)	26,781
Total current assets	49,506	118,808	58,729	(58,624)	168,419
PROPERTY, PLANT AND EQUIPMENT, net		56,938	5,377		62,315
EQUITY INVESTMENT IN SUBSIDIARIES	76,573	8,940		(85,513)	
INTANGIBLE ASSETS, net		4,087			4,087
OTHER ASSETS, net	6,206	9,413	67	2	15,688
TOTAL ASSETS	$ 132,285	$ 198,186	$ 64,173	$ (144,135)	$ 250,509
			LIABILITIES AND STOCKHOLDERS (DEFICIT) INVESTMENT		
CURRENT LIABILITIES:					
Current maturities of long-term debt	$	$	$	$	$
Accounts payable		42,638	17,017	2	59,657
Intercompany payable		44,456	14,106	(58,562)	
Accrued liabilities, other	4,057	18,919	9,999	2	32,977
Total current liabilities	4,057	106,013	41,122	(58,558)	92,634
LONG-TERM DEBT, net	162,644				162,644
PENSION AND OTHER POST-RETIREMENT BENEFITS		14,173	12,742		26,915
OTHER LONG-TERM LIABILITIES	3,349	294	2,502	(64)	6,081
Total liabilities	170,050	120,480	56,366	(58,622)	288,274
STOCKHOLDERS (DEFICIT) INVESTMENT	(37,765)	77,706	7,807	(85,513)	(37,765)
TOTAL LIABILITIES AND STOCKHOLDERS (DEFICIT) INVESTMENT	$ 132,285	$ 198,186	$ 64,173	$ (144,135)	$ 250,509

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2009

	Parent Company	Guarantor Companies	Non-Guarantor Companies	Elimination	Consolidated
			(In thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net cash (used in) provided by operating activities	$ (2,216)	$ 9,877	$ (4,373)	$ 498	$ 3,786
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property, plant and equipment		(1,313)	(377)		(1,690)
Other asset and liabilities		(976)			(976)
Net cash used in by investing activities		(2,289)	(377)		(2,666)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Repayment of revolving credit facility	(87,121)				(87,121)
Borrowings under revolving credit facility	87,807				87,807
Payments on capital lease obligations		(30)			(30)
Change in intercompany receivables/payables	4,357	(7,533)	3,673	(497)	
Debt issuance costs and other	(2,631)				(2,631)
Net cash provided by (used in) financing activities	2,412	(7,563)	3,673	(497)	(1,975)
EFFECT OF CURRENCY EXCHANGE RATE					
CHANGES ON CASH			(1,104)	(1)	(1,105)
NET INCREASE (DECREASE) IN CASH	196	25	(2,181)		(1,960)
CASH:					
Beginning of period	9	47	7,254		7,310
End of period	$ 205	$ 72	$ 5,073	$	$ 5,350

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

Company Overview

We are a leading supplier of fully integrated system solutions for the global commercial vehicle market, including the Heavy-duty (Class 8) truck market, the construction, military, bus and agriculture market and the specialty transportation markets. As a result of our leadership in cab-related products and systems, we are positioned to benefit from the increased focus of our customers on cab design and comfort and convenience features to better serve their end-user, the operator. Our products include static and suspension seat systems, electronic wire harness assemblies, control and switches, cab structures and components, interior trim systems (including instrument panels, door panels, headliners, cabinetry and floor systems), mirrors and wiper systems specifically designed for applications in commercial vehicles.

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

Demand for our heavy truck products is generally dependent on the number of new heavy truck commercial vehicles manufactured in North America, which in turn is a function of general economic conditions, interest rates, changes in governmental regulations, consumer spending, fuel costs and our customers inventory levels and production rates. New heavy truck commercial vehicle demand has historically been cyclical and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled by commercial vehicles. Production of heavy truck commercial vehicles in North America initially peaked in 1999 and experienced a downturn from 2000 to 2003 that was due to a weak economy, an oversupply of new and used vehicle inventory and lower spending on heavy truck commercial vehicles and equipment. Demand for commercial vehicles improved in 2006 due to broad economic recovery in North America, corresponding growth in the movement of goods, the growing need to replace aging truck fleets and OEMs received larger than expected preorders in anticipation of the new EPA emissions standards becoming effective in 2007.

During 2007, the demand for North American Class 8 heavy trucks experienced a downturn as a result of preorders in 2006 and general weakness in the North American economy and corresponding decline in the need for commercial vehicles to haul freight tonnage in North America. The demand for new heavy truck commercial vehicles in 2008 remained close to 2007 levels as weakness in the overall North American economy continue to impact production related orders. The overall weakness in the North American economy and credit markets continued to put pressure on the demand for new vehicles in 2009 as reflected in the 42% decline of North American Class 8 production levels in 2008. We believe this general weakness has contributed to the reluctance of trucking companies to invest in new truck fleets. In addition, the tightening of credit in financial markets may continue to adversely affect the ability of our customers to obtain financing for significant truck orders. If there is a sustained downturn in the economy or disruption in the financial markets, we expect that low demand for Class 8 trucks could continue to have a negative impact on our revenues, operating results and financial position.

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

equipment markets. If there is a sustained downturn in the global economy or disruption in the financial markets, we expect that low demand for construction equipment could have a negative impact on our revenues, operating results and financial position.

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Along with the United States, we have operations in Europe, China, Australia and Mexico. Our operating results are, therefore, impacted by exchange rate fluctuations to the extent we translate our foreign operations from their local currencies into U.S. dollars.

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

- adjusting our hourly and salaried workforce to optimize costs in line with our production levels;
- sourcing efforts in Europe and Asia;
- consolidating our supply base to improve purchasing leverage;
- eliminating excess production capacity through the closure and consolidation of manufacturing, warehousing or assembly facilities; and
- implementing Lean Manufacturing and Total Quality Production System (TQPS) initiatives to improve operating efficiency and product quality.

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

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

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Results of Operations

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

	March 31, 2010	March 31, 2009
Revenues	100.0%	100.0%
Cost of revenues	88.5	103.0
Gross profit (loss)	11.5	(3.0)
Selling, general and administrative expenses	9.0	12.3
Amortization expense	0.0	0.1
Restructuring charges	0.0	1.6
Operating income (loss)	2.5	(17.0)
Other income	(1.0)	(4.5)
Interest expense	3.1	3.4
Loss on early extinguishment of debt	0.0	0.7
Income (loss) before income taxes	0.4	(16.6)
(Benefit) Provision for income taxes	(0.1)	1.3
Net income (loss)	0.5%	(17.9)%

Three Months Ended March 31, 2010 Compared to Three Months Ended March 31, 2009

Revenues. Revenues increased approximately $37.9 million, or 34.9%, to $146.4 million in the three months ended March 31, 2010 from $108.5 million in the three months ended March 31, 2009. This increase resulted primarily from an increase in our heavy truck, construction and military markets, including a 23% improvement in the North American class 8 heavy truck production, which impacted our North American end market revenues by approximately $24.0 million. In addition, our European and Asian end markets increased by approximately $10.7 million primarily as a result of a general improvement in production levels of our global construction market. Translation of our foreign operations into U.S. dollars increased our revenues by approximately $3.2 million over the prior year period.

Gross Profit (Loss) Gross profit was approximately $16.9 million for the three months ended March 31, 2010 compared to gross loss of $3.2 million in the three months ended March 31, 2009, an increase of approximately $20.1 million. This increase was primarily the result of our cost reductions efforts from the prior year period as well as the impact of the increased revenues discussed above. As a percentage of revenues, gross profit was 11.5% for the three months ended March 31, 2010 compared to gross loss of (3.0%) in the three months ended March 31, 2009.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased approximately $0.1 million to $13.2 million in the three months ended March 31, 2010 from $13.3 million in the three months ended March 31, 2009.

Amortization Expense. Amortization expense was approximately $0.1 million, respectively, for the three months ended March 31, 2010 and March 31, 2009.

Restructuring Costs. We recorded restructuring charges for the three months ended March 31, 2009 of $1.7 million relating to the reduction in our workforce and the closure of certain manufacturing, warehousing and assembly facilities. We did not record a restructuring charge for the three months ended March 31, 2010.

Other Income. We use forward exchange contracts to hedge foreign currency transaction exposures related primarily to our United Kingdom operations. We estimate our projected revenues and purchases in certain foreign currencies or locations and will hedge a portion or all of the anticipated long or short position. As of March 31, 2010, none of our derivatives were designated as hedging instruments; therefore, our forward foreign exchange contracts have been

marked-to-market and the fair value of contracts recorded in the consolidated balance sheets with the offsetting non-cash gain or loss recorded in our consolidated statements of operations. The income for the three months ended March 31, 2010 and 2009 of $1.5 million and $4.9 million, respectively, is primarily related to the noncash change in value of the forward exchange contracts in existence at the end of each period.

Interest Expense. Interest expense increased approximately $0.9 million to $4.5 million in the three months ended March 31, 2010 from $3.6 million in the three months ended March 31, 2009. This increase was primarily due to higher average interest rate on our second lien term loan and third lien notes.

Loss on Early Extinguishment of Debt. In connection with entering into our Loan and Security Agreement on January 7, 2009, we expensed approximately $0.8 million of fees relating to the prior senior credit agreement for the three months ended March 31, 2009.

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(Benefit) Provision for Income Taxes. Our effective tax rate was negative 19.4% for the three months ended March 31, 2010 and negative 8.1% for the three months ended March 31, 2009. An income tax benefit of approximately $0.1 million was recorded for the three months ended March 31, 2010 compared to an income tax provision of approximately $1.5 million for the three months ended March 31, 2009. The change in effective rate from the prior year quarter can be primarily attributed to changes in tax reserves, geographic tax rates and profitability and to valuation allowances against our deferred tax assets.

Net Income (Loss). Net income was $0.7 million in the three months ended March 31, 2010, compared to a net loss of $19.4 million in the three months ended March 31, 2009, primarily as a result of the factors discussed above.

Liquidity and Capital Resources

Cash Flows

For the three months ended March 31, 2010, net cash used in operations was approximately $9.7 million compared net cash provided of $3.8 million for the three months ended March 31, 2009. The net cash used in operations for the three months ended March 31, 2010 was primarily a result of the increase in accounts receivable and inventory.

Net cash used in investing activities was approximately $1.0 million for the three months ended March 31, 2010 compared to approximately $2.7 million for the three months ended March 31, 2009. The amounts used in investing activities for the three months ended March 31, 2010 and March 31, 2009 primarily reflect capital expenditure purchases.

Net cash provided by financing activities was approximately $25.4 million for the three months ended March 31, 2010, compared to net cash used of approximately $2.0 million for the three months ended March 31, 2009. The net cash provided by financing activities for the three months ended March 31, 2010 was related to the proceeds of our public offering of common stock.

As a result of federal legislation passed in 2009 that allows tax losses to be carried back for a period of five years, on April 29, 2010, we received a tax refund of approximately $21.4 million.

Debt and Credit Facilities

As of March 31, 2010, we had an aggregate of $163.7 million of outstanding indebtedness excluding $1.7 million of outstanding letters of credit under various financing arrangements and an additional $35.8 million of borrowing capacity under our Loan and Security Agreement, which is subject to a $10.0 million availability block. The indebtedness consisted of the following:

$97.8 million of 8.0% senior notes due 2013;

$12.9 million ($16.8 million principal amount, net of $3.9 million of original issue discount) of 15% second lien term loan due 2012;

$49.3 million ($42.1 million principal amount, and $7.2 million of issuance premium) of 11%/13% third lien secured notes due 2013; and

$3.7 million of paid-in-kind interest on the 11%/13% third lien secured notes due 2013.

Credit Agreement On January 7, 2009, we and certain of our direct and indirect U.S. subsidiaries, as borrowers (the borrowers), entered into a Loan and Security Agreement (the Loan and Security Agreement) with Bank of America, N.A., as agent and lender, which, as amended, provides for a three-year asset-based revolving credit facility with an aggregate principal amount of up to $37.5 million (after giving effect to a second amendment to our Loan and Security Agreement entered into on August 4, 2009), which is subject to an availability block of $10.0 million, until we deliver a compliance certificate for any fiscal quarter ending March 31, 2010 or thereafter demonstrating a fixed charge coverage ratio of at least 1.1 to 1.0 for the most recent four fiscal quarters, at which time the availability block will be $7.5 million at all times while the fixed charge coverage ratio is at least 1.1 to 1.0. and certain borrowing base limitations are met. 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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As of March 31, 2010, approximately $3.4 million in deferred fees relating to the Loan and Security Agreement, our 8.0% senior notes due 2013 and our 11%/13% third lien senior secured notes due 2013 were outstanding and were being amortized over the life of the agreements.

As of March 31, 2010, we did not have borrowings under the Loan and Security Agreement. In addition, as of March 31, 2010, we had outstanding letters of credit of approximately $1.7 million and borrowing availability of $35.8 million under the Loan and Security Agreement, which is subject to a $10.0 million availability block.

Terms, Covenants and Compliance Status We are not required to comply with the fixed charge coverage ratio requirement for as long as we maintain at least $5.0 million of borrowing availability (after giving effect to the $10.0 million availability block) under the Loan and Security Agreement. If borrowing availability (after giving effect to the $10.0 million availability block) is less than $5.0 million for three consecutive business days or less than $2.5 million on any day, we would have been required to comply with a fixed charge coverage ratio of 1.0:1.0 for fiscal quarters ending on or after March 31, 2010, and will be required to continue to comply with these requirements until we have borrowing availability (after giving effect to the $10.0 million availability block) of $5.0 million or greater for 60 consecutive days.

Because we had borrowing availability in excess of $5.0 million (after giving effect to the $10.0 million availability block) during the quarter ended March 31, 2010, we were not required to comply with the fixed charge coverage during the quarter ended March 31, 2010.

The Loan and Security Agreement also contains other 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; and amend subordinated debt or the indentures governing the third lien notes and the 8% senior notes due 2013. In addition, the Loan and Security Agreement contains customary reporting and other affirmative covenants. We were in compliance with these covenants as of March 31, 2010.

Under the Loan and Security Agreement, borrowings bear interest at various rates plus a margin based on certain financial ratios. The borrowers obligations under the Loan and Security Agreement 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 Loan and Security Agreement and unconditionally guarantees the prompt payment and performance thereof.

Second Lien Credit Agreement. Concurrently with the notes exchange described below, on August 4, 2009, CVG and certain of its domestic subsidiaries entered into a Loan and Security Agreement (the Second Lien Credit Agreement) with Credit Suisse, as agent, and certain financial institutions, as lenders, providing for a term loan (the second lien term loan) in principal amount of $16.8 million. The second lien term loan bears interest at the fixed per annum rate of 15% until it matures on November 1, 2012. During an event of default, if the required lenders so elect, the interest rate applied to any outstanding obligations will be equal to the otherwise applicable rate plus 2.0%.

The Second Lien Credit Agreement provides that the second lien term loan is a senior secured obligation of CVG. CVG s obligations under the Second Lien Credit Agreement are guaranteed by the guarantors. The obligations of CVG and the guarantors under the Second Lien Credit Agreement are secured by a second-priority lien on substantially all of the tangible and intangible assets of CVG and certain of its domestic subsidiaries, and a pledge of 100% of the capital stock of certain of CVG s domestic subsidiaries and 65% of the capital stock of each foreign subsidiary directly owned by a domestic subsidiary. 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 the agent under the Loan and Security Agreement, the agent under the Second Lien Credit Agreement and the collateral agent for the third lien notes, and an intercreditor agreement among the collateral agent for the Second Lien Credit

Agreement and the collateral agent for the third lien notes (the Intercreditor Agreements).

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Exchange of 8% Senior Notes due 2013 for Units consisting of 11%/13% Third Lien Senior Secured Notes due 2013 and Warrants. On August 4, 2009, we announced a private exchange with certain holders of our 8% senior notes due 2013 (the 8% senior notes) pursuant to an exchange agreement, dated as of August 4, 2009, by and between us, certain of our subsidiaries and the exchanging noteholders named therein. Pursuant to the exchange agreement, we exchanged approximately $52.2 million in aggregate principal amount of the 8% senior notes for units consisting of (i) approximately $42.1 million in aggregate principal amount of our new 11%/13% Third Lien Senior Secured Notes due 2013 (the third lien notes) and (ii) warrants to purchase 745,000 shares of our common stock at an exercise price of $0.35. The third lien notes were issued pursuant to an indenture, dated as of August 4, 2009 (the Third Lien Notes Indenture), by and among CVG, certain of our subsidiaries party thereto, as guarantors (the guarantors), and U.S. Bank National Association, as trustee.

11%/13% Third Lien Senior Secured Notes due 2013. The third lien notes were issued under the Third Lien Notes Indenture. Interest is payable on the third lien notes on February 15 and August 15 of each year, beginning on February 15, 2010 until their maturity date of February 15, 2013. We paid interest entirely in pay-in-kind interest (PIK interest), by increasing the outstanding principal amount of the third lien notes, on the first interest payment date on February 15, 2010, at an annual rate of 13.0%. We have elected to pay our August 15, 2010 interest as PIK interest, at an annual rate of 13.0%. We may, at our option, elect to pay interest in cash at an annual rate of 11.0%, or PIK interest, at an annual rate of 13.0% on the interest payment date of February 15, 2011. After February 15, 2011, we will be required to make all interest payments entirely in cash, at an annual rate of 11.0%.

The Third Lien Notes Indenture provides that the third lien notes are senior secured obligations of CVG. Our obligations under the third lien notes are guaranteed by the guarantors. The obligations of CVG and the guarantors under the third lien notes are secured by a third-priority lien on substantially all of the tangible and intangible assets of CVG and its domestic subsidiaries, and a pledge of 100% of the capital stock of certain of CVG s domestic subsidiaries and 65% of the capital stock of each foreign subsidiary directly owned by a domestic subsidiary. The liens, the security interests and all obligations of CVG and the guarantors are subject in all respects to the terms, provisions, conditions and limitations of the Intercreditor Agreements.

8% Senior Notes due 2013 - The 8.0% senior notes are senior unsecured obligations and rank *pari passu* in right of payment to all of our existing and future senior indebtedness and are effectively subordinated to our existing and future secured obligations. The 8.0% senior notes are guaranteed by certain of our domestic subsidiaries.

Covenants and Liquidity

We continue to operate in a challenging economic environment, and our ability to comply with the covenants in the Loan and Security Agreement may be affected in the future by economic or business conditions beyond our control. Based on our current forecast, we believe that we will be able to maintain compliance with the fixed charge coverage ratio covenant or the minimum availability requirement, if applicable, and other covenants in the Loan and Security Agreement for the next twelve months; however, no assurances can be given that we will be able to comply. We base our forecasts on historical experience, industry forecasts and various other assumptions that we believe are reasonable under the circumstances. If actual results are substantially different than our current forecast, or if we do not realize a significant portion of our planned cost savings or sustain sufficient cash or borrowing availability, we could be required to comply with our financial covenants, and there is no assurance that we would be able to comply with such financial covenants. If we do not comply with the financial and other covenants in the Loan and Security Agreement, and we are unable to obtain necessary waivers or amendments from the lender, we would be precluded from borrowing under the Loan and Security Agreement, which would have a material adverse effect on our business, financial condition and liquidity. If we are unable to borrow under the Loan and Security Agreement, we will need to meet our capital requirements using other sources and alternative sources of liquidity may not be available on acceptable terms. In addition, if we do not comply with the financial and other covenants in the Loan and Security Agreement, the lender could declare an event of default under the Loan and Security Agreement, and our indebtedness thereunder could be declared immediately due and payable, which would also result in an event of default under the second lien term loan, the third lien notes and the 8% senior 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 and debt service requirements for at least the next 12 months. No assurance can be given, however, that this will be the case.

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Update on Contractual Obligations

At March 31, 2010, we have provided a liability for $2.4 million of unrecognized tax benefits related to various income tax positions. However, the net obligation to taxing authorities was $2.3 million. The difference relates primarily to receivables based on future amended returns. We do not expect a significant tax payment related to these obligations within the next year.

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 within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this Form 10-Q, the words anticipate, believe, estimate, expect, intend, plan and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such forward-looking statements 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. 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 truck or construction market; (v) our failure to complete or successfully integrate additional strategic acquisitions; (vi) the impact of changes in governmental regulations on our customers or on our business; (vii) the loss of business from a major customer or the discontinuation of particular commercial vehicle platforms; (viii) our ability to obtain future financing due to changes in the lending markets or our financial position; (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 Annual Report on Form 10-K for the fiscal year ended December 31, 2009. 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

There have been no material changes to our exposure to market risk since December 31, 2009.

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 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 on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2010.

There was no change in our internal control over financial reporting during the three months ended March 31, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

Item 1. Legal Proceedings:

From time to time, we are involved in various disputes and litigation matters that arise in the ordinary course of our business. We do not have any material litigation at this time.

Item 1A. Risk Factors:

There have been no material changes to our risk factors as disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on March 12, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds:

On August 4, 2009, we entered into an agreement with certain holders of our 8% senior notes due 2013 to exchange approximately $52.2 million in aggregate principal amount of the 8% senior notes due 2013 held by such holders for 42,124 units, consisting of $42.1 million in aggregate principal amount of 11% / 13% Third Lien Senior Secured Notes due 2013 and 745,000 warrants, in a transaction that was not registered under the Securities Act of 1933, as amended (the Securities Act). The units and warrants were issued in reliance upon applicable exemptions from registration under Section 4(2) of the Securities Act and Section 506 of Regulation D promulgated thereunder.

Each unit is immediately separable into $1,000 principal amount of third lien notes and 17.68588 warrants. Each warrant entitles the holder thereof to purchase one share of our common stock at an exercise price of $0.35 per share. The warrants provide for mandatory cashless exercise and are exercisable at any time on or after separation and prior to their expiration on August 4, 2019.

We issued the following shares of common stock upon the exercise of certain of the warrants during the quarter ended March 31, 2010:

Date Exercised	Shares Issued
February 5, 2010	372,905
March 17, 2010	215,308
March 19, 2010	46,702
March 23, 2010	9,855

The warrants were exercised on a cashless exercise basis as required under the warrant and unit agreement, and, accordingly, such shares of Common Stock were issued in reliance upon the exemption from registration set forth in Section 3(a)(9) of the Securities Act of 1933, as amended.

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Item 6. Exhibits:

10.1 Commercial Vehicle Group, Inc. 2010 Bonus Plan (incorporated by reference to the Company s current report on Form 8-K (File No. 001-34365), filed on March 11, 2010).

31.1 Certification by Mervin Dunn, President and Chief Executive Officer.

31.2 Certification by Chad M. Utrup, Chief Financial Officer.

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 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.

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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: May 10, 2010

By: /s/ Chad M. Utrup
Chad M. Utrup
Chief Financial Officer
(Principal financial and accounting officer and duly authorized officer)