

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>06/28/2012</u> and ending <u>06/27/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>020</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/28/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>020</u>	1c Effective date of plan <u>06/28/2007</u>	
1b Three-digit plan number (PN) ▶	<u>020</u>				
1c Effective date of plan <u>06/28/2007</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROYAL APPLIANCE MFG. CO.</u> <u>7005 COCHRAN ROAD</u> <u>GLENWILLOW, OH 44139</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1350353</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>440-996-2000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1350353</u>	2c Sponsor's telephone number <u>440-996-2000</u>	2d Business code (see instructions) <u>335200</u>	
2b Employer Identification Number (EIN) <u>34-1350353</u>					
2c Sponsor's telephone number <u>440-996-2000</u>					
2d Business code (see instructions) <u>335200</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>04/15/2014</u> Date	<u>LINDSAY RADUKA</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 523
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	222
c Other retired or separated participants entitled to future benefits.....	6c	289
d Subtotal. Add lines 6a , 6b , and 6c	6d	511
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	7
f Total. Add lines 6d and 6e	6f	518
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1G 1I		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☐ C (Service Provider Information)	
	(5) ☐ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 06/28/2012 and ending 06/27/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ROYAL APPLIANCE MFG. CO.</u>	D Employer Identification Number (EIN) <u>34-1350353</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>06</u> Day <u>28</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>6521369</u>
b	Actuarial value 2b <u>6521369</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>228</u> <u>10808163</u>
b	For terminated vested participants 3b <u>295</u> <u>1005859</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>0</u>
(3)	Total active 3c(3) <u>0</u> <u>0</u>
d	Total 3d <u>523</u> <u>11814022</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☒
a	Funding target disregarding prescribed at-risk assumptions 4a <u>11163898</u>
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b <u>11163898</u>
5	Effective interest rate 5 <u>6.90 %</u>
6	Target normal cost 6 <u>0</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>04/14/2014</u>
Signature of actuary	Date
<u>JEFFREY A. SCHAPEL, EA, MAAA</u>	<u>14-07786</u>
Type or print name of actuary	Most recent enrollment number
<u>CBIZ BENEFITS & INSURANCE, INC.</u>	<u>216-447-9000</u>
Firm name	Telephone number (including area code)
<u>6050 OAK TREE BLVD, SUITE 500</u> <u>CLEVELAND, OH 44131</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		90793
	b Interest on (a) using prior year's effective interest rate of <u>5.63</u> % except as otherwise provided (see instructions)		5112
	c Total available at beginning of current plan year to add to prefunding balance		95905
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	58.41 %
15	Adjusted funding target attainment percentage	15	58.41 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	45.89 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	55.20 %

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/17/2014	2400000				
			Totals ►	18(b)	2400000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2104694
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	0	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	5292653	1830072	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1830072	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	1830072	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2104694	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	274622	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>06/28/2012</u> and ending <u>06/27/2013</u>		
A Name of plan <u>THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROYAL APPLIANCE MFG. CO.</u>	D Employer Identification Number (EIN) <u>34-1350353</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	2400000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6521369	5163894
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6521369	7563894

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6521369	7563894
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2400000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2400000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	590	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		590
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2400590

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1352065	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1352065
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	6000	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1358065

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1042525
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 06/28/2012 and ending 06/27/2013

A Name of plan <u>THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROYAL APPLIANCE MFG. CO.</u>	D Employer Identification Number (EIN) <u>34-1350353</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>3</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

The Hoover, Inc.
Retirement Plan for
Certain Union Employees

Employer ID No: 34-1350353

Plan Number: 020

Financial Statements as of and for the Years Ended
June 27, 2013 and 2012, Supplemental Schedules
as of and for the Year Ended June 27, 2013, and
Independent Auditors' Report

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of
The Hoover, Inc. Retirement Plan for
Certain Union Employees
Glenwillow, OH

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Hoover, Inc. Retirement Plan for Certain Union Employees (the "Plan") which comprise the statements of net assets available for benefits as of June 27, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended July 27, 2013 and 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.1038 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by FirstMerit Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years June 27, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

April 14, 2014

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF JUNE 27, 2013 AND 2012

	2013	2012
ASSETS:		
Employer contribution receivable	\$ 2,400,000	\$ -
Investments — money market funds — at fair value	<u>5,163,894</u>	<u>6,521,369</u>
Total assets	<u>7,563,894</u>	<u>6,521,369</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 7,563,894</u>	<u>\$ 6,521,369</u>

See notes to financial statements.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED JUNE 27, 2013 AND 2012

	2013	2012
ADDITIONS:		
Employer contribution	\$ 2,400,000	\$ 2,000,000
Investment income — interest	<u>590</u>	<u>914</u>
Total additions	<u>2,400,590</u>	<u>2,000,914</u>
DEDUCTIONS:		
Benefits paid to participants	(1,352,065)	(1,584,659)
Administrative expenses	<u>(6,000)</u>	<u>(4,500)</u>
Total deductions	<u>(1,358,065)</u>	<u>(1,589,159)</u>
NET INCREASE	1,042,525	411,755
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>6,521,369</u>	<u>6,109,614</u>
End of year	<u>\$ 7,563,894</u>	<u>\$ 6,521,369</u>

See notes to financial statements.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 27, 2013 AND 2012

1. DESCRIPTION OF THE PLAN

The following description of The Hoover, Inc. Retirement Plan for Certain Union Employees (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s information.

General — The Plan is a defined benefit pension plan covering certain union employees of Hoover, Inc. (the “Company”). Royal Appliance Mfg. Co. (“Royal”), a wholly owned subsidiary of Techtronic Industries, Co. Ltd., acquired certain assets of the Hoover business effective January 31, 2007, from Whirlpool Corporation. In connection with the acquisition, Royal assumed all rights and responsibilities of the Company, including the administration of certain retirement plans. The Plan was created on June 28, 2007, to provide retirement benefits to qualifying union employees of the Company, many of whom previously accrued retirement benefits under another Company plan, which were frozen upon the formation of the Plan. Participants of the Plan were credited for past service with the Company prior to the formation of the Plan. All participants were immediately 100% vested in their accrued retirement benefits. Royal controls and manages the operation and administration of the Plan. FirstMerit Bank, N.A. serves as the trustee. An investment manager manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Benefits — Pension benefits are provided to participants under several types of retirement options, cash balance formula, or traditional benefit formula, based upon years of continuous service and age. Retirement benefits are paid to pensioners or beneficiaries in the forms of joint and survivor annuities, including a lump-sum payment option.

On June 29, 2008, the Plan was amended to freeze participants’ Plan benefits. Participants no longer accrue benefits for service and no new employees are eligible to participate in the Plan. Only years of service and compensation earned prior to June 29, 2008, are considered in the determination of retirement benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes limited investment instruments, including money market funds. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumption pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Investment Valuation and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. If available, quoted market prices are used to value investments. Money market funds are valued at net asset value (NAV) derived from the quoted market prices of the underlying investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Expenses — Administrative expenses of the Plan can be paid out of Plan assets or by the Plan Sponsor, at the discretion of the Plan Sponsor. The Plan sponsor provides accounting and other administrative services to the Plan at no charge.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

New Accounting Standard — The accounting standard initially adopted in 2013 is described below.

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended June 27, 2013. ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended June 27, 2013 and 2012.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of June 27, 2013 and 2012, is as follows:

	2013	2012
Vested benefits:		
Participants and/or beneficiaries currently receiving benefits	\$ 10,223,494	\$ 10,213,391
Other participants	<u>1,109,530</u>	<u>950,507</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 11,333,024</u>	<u>\$ 11,163,898</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years ended June 27, 2013 and 2012, are as follows:

	2013	2012
Actuarial present value of accumulated plan benefits — beginning of year	\$ 11,163,898	\$ 12,999,158
Increase (decrease) during the year attributable to:		
Actuarial loss	243,530	207,044
Interest due to the decrease in the discount period	653,394	842,271
Change in actuarial assumptions	624,267	(1,299,916)
Benefits paid	<u>(1,352,065)</u>	<u>(1,584,659)</u>
Actuarial present value of accumulated plan benefits — end of year	<u>\$ 11,333,024</u>	<u>\$ 11,163,898</u>

The amounts above related to the change in actuarial assumptions are due to a change in the expected return on Plan assets and a change in the Mortality Tables, as described below.

The significant actuarial assumptions used in the June 27, 2013 and 2012, valuations were as follows:

- Mortality: 2013 & 2012 Static Mortality Tables
- Interest discount assumption: 2013 — 6.23%, 2012 — 6.90%
- Expected retirement age: 65 years

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the actual date of the event or change in circumstances that caused the transfer.

A summary of the Plan's investments set forth by level within the fair value hierarchy measured at fair value on a recurring basis at June 27, 2013 and 2012, is as follows:

Fair Value Measurements at June 27, 2013				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market fund	\$5,163,894	\$ -	\$ -	\$5,163,894
Total	<u>\$5,163,894</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,163,894</u>
Fair Value Measurements at June 27, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market fund	\$6,521,369	\$ -	\$ -	\$6,521,369
Total	<u>\$6,521,369</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$6,521,369</u>

Subsequent to the issuance of the 2012 financial statements, management determined that a security presented in the Level 2 category should have been presented in the Level 1 category based on the observable inputs used to value the security. The Plan has corrected the 2012 presentation of such security in the table above. The correction had no impact on investment values reported in 2012 and had no effect on the 2012 statement of net assets available for benefits and statement of changes in net assets available for benefits.

6. INVESTMENTS

The Plan's investments, which represented 5% or more of net assets available for benefits as of June 27, 2013 and 2012, are as follows:

	2013	2012
Federated Investors — Prime Obligations Fund (SS)	<u>\$5,163,894</u>	<u>\$6,521,369</u>

There was no appreciation or depreciation of the Plan's investments (including gains and losses on investments bought and sold, as well as held) during the years ended June 27, 2013 and 2012.

7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan's investments as of and for the years ended June 27, 2013 and 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by FirstMerit Bank, N.A., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2013	2012
Statements of net assets available for benefits — investments — money market funds — at fair value	\$5,163,894	\$6,521,369
Statements of changes in net assets available for benefits — investment income — interest	590	914

Notes 6 and supplemental schedules: All investment balances and investment information.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 23, 2009, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). The Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or Department of Labor. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 14, 2014, the date the financial statements were available to be issued.

* * * * *

SUPPLEMENTAL SCHEDULES

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

Employer ID No: 34-1350353

Plan No: 020

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 27, 2013**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Money market funds — Federated Investors	Prime Obligations Fund (SS)	<u>\$5,163,894</u>	<u>\$5,163,894</u>
	Total investments held		<u>\$5,163,894</u>	<u>\$5,163,894</u>

See Independent Auditor's Report.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

Employer ID No: 34-1350353

Plan No: 020

FORM 5500, SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS FOR THE YEAR ENDED JUNE 27, 2013

(a) Identity of Party Involved	(b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	Number of Transactions	(f) Expense Incurred with Transaction*	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or Loss
SERIES IN SAME SECURITY									
Federated Investors	Prime Obligations Fund (SS)	\$ -	\$1,360,702	\$ -	25	None	\$1,360,702	\$1,360,702	\$ -
Federated Investors	Prime Obligations Fund (SS)	3,226			17	None	3,226	3,226	

* The commissions and fees related to purchases and sales of investments, if any, are included in the cost of the investment or the proceeds from the sale and are not separately reported by the Trustee.

See Independent Auditor's Report.

Schedule SB, Part V – Summary of Plan Provisions

Normal Retirement Eligibility	Age 65 with 5 years of service		
Normal Retirement Benefit	Monthly benefit payable a straight life annuity in an amount equal to \$42 per year of service up to 25 years of service plus \$50 per year of service in excess of 25 years of service		
	Offset by the pension benefit accrued as of February 1, 2007 (before the purchase)		
Early Retirement Eligibility	Age 55 with 10 years of service Rule of 85 Window open until June 28, 2008		
Early Retirement Benefit	Monthly benefit payable a straight life annuity in an amount equal to \$42 per year of service up to 25 years of service plus \$50 per year of service in excess of 25 years of service potentially reduced for commencement prior to age 65		
	Reduction factors for employees retiring with less than 30 years of Service		
	Age		
	55	64.0%	
	56	71.2%	
	57	78.4%	
	58	85.6%	
	59	92.8%	
	60+	100.0%	
	Reduction factors for employees retiring with at least 30 years of Service		
	Age	30 years of service	
	55	82.0%	+ 1.8% for each year over 30
	56	85.6%	+ 1.44% for each year over 30
	57	89.2%	+ 1.08% for each year over 30
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	59	96.4%	+ 0.36% for each year over 30
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Early Retirement Supplement	monthly supplement of \$30 per year of service Payable until the earliest age Social Security is payable Offset by the pension benefit accrued as of February 1, 2007 (before the purchase)		
Deferred Vested Eligibility	5 years of service		

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Summary of Plan Provisions**

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Early commencement of Deferred Vested Benefit If a participant has at least 10 years of service at the date of termination the benefit may commence prior to age 65

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55	37.14%
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Survivor Benefit 50% of the amount that would have been paid if Participant's began commencing payment at the earliest retirement age and electing the 50% J&S form of payment and died the following day.
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Statement of Actuarial Assumptions/Methods**

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6.85% 2nd Segment Rate
7.52% 3rd Segment Rate

2. Mortality rates

2012 Static Mortality table was utilized with the following summary of rates (pre-/post-commencement):

AGE	Pre-		Post-	
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55	.19%	.21%	.44%	.31%
65	.55%	.52%	1.07%	.96%

3. Asset Valuation Method

Market value of assets including receivable contributions.

4. Expenses

None.

5. Expected Retirement

Normal Retirement Age

**Schedule SB, line 26 –
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There are no active participants in the plan.

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Shortfall Amortization	6/27/2009	(803,124)	(217,300)	4
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Shortfall Amortization	6/27/2012	(411,575)	(69,855)	7
Total Charges		\$ 5,292,653	\$ 1,830,072	

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Discounted Employer Contributions**

Contribution Summary

<u>Date Paid</u>	<u>Contribution Amount</u>	<u>Contribution Due Date</u>	<u>Discounted to 06/28/2012</u>
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1/17/2014	\$411,766	1/15/2013	\$354,483
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1/17/2014	\$752,936		\$678,678
Total	<u>\$2,400,000</u>		<u>\$2,104,694</u>

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65	.55%	.52%	1.07%	.96%

3. Asset Valuation Method

Market value of assets including receivable contributions.

4. Expenses

None.

5. Expected Retirement

Normal Retirement Age

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3. Asset Valuation Method

Market value of assets including receivable contributions.

4. Expenses

None.

5. Expected Retirement

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Total	<u>\$2,400,000</u>		<u>\$2,104,694</u>

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 06/28/2012 and ending 06/27/2013

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan The Hoover, Inc. Retirement Plan for Certain Union Employees	B Three-digit plan number (PN) ► <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Royal Appliance Mfg. Co.	D Employer Identification Number (EIN) 34-1350353
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>6</u> Day <u>28</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	6,521,369
	b Actuarial value	2b	6,521,369
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	228
	b For terminated vested participants	3b	295
	c For active participants:		
	(1) Non-vested benefits	3c(1)	0
	(2) Vested benefits	3c(2)	0
	(3) Total active	3c(3)	0
	d Total	3d	523
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☒		
	a Funding target disregarding prescribed at-risk assumptions	4a	11,163,898
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	11,163,898
5	Effective interest rate	5	6.90 %
6	Target normal cost	6	0

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary Jeffrey A. Schapel, EA, MAAA Type or print name of actuary CBIZ Benefits & Insurance, Inc. Firm name 6050 Oak Tree Blvd, Suite 500 Cleveland OH 44131 Address of the firm	<u>4/14/2014</u> Date 14-07786 Most recent enrollment number (216) 447-9000 Telephone number (including area code)
------------------	---	---

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Schedule SB, Part V – Summary of Plan Provisions

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The Hoover, Inc.
Retirement Plan for
Certain Union Employees

Employer ID No: 34-1350353

Plan Number: 020

Financial Statements as of and for the Years Ended
June 27, 2013 and 2012, Supplemental Schedules
as of and for the Year Ended June 27, 2013, and
Independent Auditors' Report

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

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Form 5500, Schedule H, Part IV, Line 4j — Schedule of Reportable Transactions for the Year Ended June 27, 2013	13
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of
The Hoover, Inc. Retirement Plan for
Certain Union Employees
Glenwillow, OH

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Hoover, Inc. Retirement Plan for Certain Union Employees (the "Plan") which comprise the statements of net assets available for benefits as of June 27, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended July 27, 2013 and 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.1038 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by FirstMerit Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years June 27, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

April 14, 2014

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF JUNE 27, 2013 AND 2012

	2013	2012
ASSETS:		
Employer contribution receivable	\$ 2,400,000	\$ -
Investments — money market funds — at fair value	<u>5,163,894</u>	<u>6,521,369</u>
Total assets	<u>7,563,894</u>	<u>6,521,369</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 7,563,894</u>	<u>\$ 6,521,369</u>

See notes to financial statements.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED JUNE 27, 2013 AND 2012

	2013	2012
ADDITIONS:		
Employer contribution	\$ 2,400,000	\$ 2,000,000
Investment income — interest	<u>590</u>	<u>914</u>
Total additions	<u>2,400,590</u>	<u>2,000,914</u>
DEDUCTIONS:		
Benefits paid to participants	(1,352,065)	(1,584,659)
Administrative expenses	<u>(6,000)</u>	<u>(4,500)</u>
Total deductions	<u>(1,358,065)</u>	<u>(1,589,159)</u>
NET INCREASE	1,042,525	411,755
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>6,521,369</u>	<u>6,109,614</u>
End of year	<u>\$ 7,563,894</u>	<u>\$ 6,521,369</u>

See notes to financial statements.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 27, 2013 AND 2012

1. DESCRIPTION OF THE PLAN

The following description of The Hoover, Inc. Retirement Plan for Certain Union Employees (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s information.

General — The Plan is a defined benefit pension plan covering certain union employees of Hoover, Inc. (the “Company”). Royal Appliance Mfg. Co. (“Royal”), a wholly owned subsidiary of Techtronic Industries, Co. Ltd., acquired certain assets of the Hoover business effective January 31, 2007, from Whirlpool Corporation. In connection with the acquisition, Royal assumed all rights and responsibilities of the Company, including the administration of certain retirement plans. The Plan was created on June 28, 2007, to provide retirement benefits to qualifying union employees of the Company, many of whom previously accrued retirement benefits under another Company plan, which were frozen upon the formation of the Plan. Participants of the Plan were credited for past service with the Company prior to the formation of the Plan. All participants were immediately 100% vested in their accrued retirement benefits. Royal controls and manages the operation and administration of the Plan. FirstMerit Bank, N.A. serves as the trustee. An investment manager manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Benefits — Pension benefits are provided to participants under several types of retirement options, cash balance formula, or traditional benefit formula, based upon years of continuous service and age. Retirement benefits are paid to pensioners or beneficiaries in the forms of joint and survivor annuities, including a lump-sum payment option.

On June 29, 2008, the Plan was amended to freeze participants’ Plan benefits. Participants no longer accrue benefits for service and no new employees are eligible to participate in the Plan. Only years of service and compensation earned prior to June 29, 2008, are considered in the determination of retirement benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes limited investment instruments, including money market funds. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumption pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Investment Valuation and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. If available, quoted market prices are used to value investments. Money market funds are valued at net asset value (NAV) derived from the quoted market prices of the underlying investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Expenses — Administrative expenses of the Plan can be paid out of Plan assets or by the Plan Sponsor, at the discretion of the Plan Sponsor. The Plan sponsor provides accounting and other administrative services to the Plan at no charge.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

New Accounting Standard — The accounting standard initially adopted in 2013 is described below.

ASU No. 2011-04 — The financial statements reflect the prospective adoption of FASB ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820, as of the beginning of the year ended June 27, 2013. ASU 2011-04 is effective for financial statements issued for fiscal years beginning after December 15, 2011 and expands certain disclosures about fair value measurement. The ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended June 27, 2013 and 2012.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of June 27, 2013 and 2012, is as follows:

	2013	2012
Vested benefits:		
Participants and/or beneficiaries currently receiving benefits	\$ 10,223,494	\$ 10,213,391
Other participants	<u>1,109,530</u>	<u>950,507</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 11,333,024</u>	<u>\$ 11,163,898</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years ended June 27, 2013 and 2012, are as follows:

	2013	2012
Actuarial present value of accumulated plan benefits — beginning of year	\$ 11,163,898	\$ 12,999,158
Increase (decrease) during the year attributable to:		
Actuarial loss	243,530	207,044
Interest due to the decrease in the discount period	653,394	842,271
Change in actuarial assumptions	624,267	(1,299,916)
Benefits paid	<u>(1,352,065)</u>	<u>(1,584,659)</u>
Actuarial present value of accumulated plan benefits — end of year	<u>\$ 11,333,024</u>	<u>\$ 11,163,898</u>

The amounts above related to the change in actuarial assumptions are due to a change in the expected return on Plan assets and a change in the Mortality Tables, as described below.

The significant actuarial assumptions used in the June 27, 2013 and 2012, valuations were as follows:

- Mortality: 2013 & 2012 Static Mortality Tables
- Interest discount assumption: 2013 — 6.23%, 2012 — 6.90%
- Expected retirement age: 65 years

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the actual date of the event or change in circumstances that caused the transfer.

A summary of the Plan's investments set forth by level within the fair value hierarchy measured at fair value on a recurring basis at June 27, 2013 and 2012, is as follows:

Fair Value Measurements at June 27, 2013				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market fund	\$5,163,894	\$ -	\$ -	\$5,163,894
Total	<u>\$5,163,894</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,163,894</u>

Fair Value Measurements at June 27, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market fund	\$6,521,369	\$ -	\$ -	\$6,521,369
Total	<u>\$6,521,369</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$6,521,369</u>

Subsequent to the issuance of the 2012 financial statements, management determined that a security presented in the Level 2 category should have been presented in the Level 1 category based on the observable inputs used to value the security. The Plan has corrected the 2012 presentation of such security in the table above. The correction had no impact on investment values reported in 2012 and had no effect on the 2012 statement of net assets available for benefits and statement of changes in net assets available for benefits.

6. INVESTMENTS

The Plan's investments, which represented 5% or more of net assets available for benefits as of June 27, 2013 and 2012, are as follows:

	2013	2012
Federated Investors — Prime Obligations Fund (SS)	<u>\$5,163,894</u>	<u>\$6,521,369</u>

There was no appreciation or depreciation of the Plan's investments (including gains and losses on investments bought and sold, as well as held) during the years ended June 27, 2013 and 2012.

7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan's investments as of and for the years ended June 27, 2013 and 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by FirstMerit Bank, N.A., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2013	2012
Statements of net assets available for benefits — investments — money market funds — at fair value	\$5,163,894	\$6,521,369
Statements of changes in net assets available for benefits — investment income — interest	590	914

Notes 6 and supplemental schedules: All investment balances and investment information.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 23, 2009, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). The Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or Department of Labor. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 14, 2014, the date the financial statements were available to be issued.

* * * * *

SUPPLEMENTAL SCHEDULES

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

Employer ID No: 34-1350353

Plan No: 020

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 27, 2013**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Money market funds — Federated Investors	Prime Obligations Fund (SS)	<u>\$5,163,894</u>	<u>\$5,163,894</u>
	Total investments held		<u>\$5,163,894</u>	<u>\$5,163,894</u>

See Independent Auditor's Report.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

Employer ID No: 34-1350353

Plan No: 020

FORM 5500, SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS FOR THE YEAR ENDED JUNE 27, 2013

(a) Identity of Party Involved	(b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	Number of Transactions	(f) Expense Incurred with Transaction*	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or Loss
SERIES IN SAME SECURITY									
Federated Investors	Prime Obligations Fund (SS)	\$ -	\$1,360,702	\$ -	25	None	\$1,360,702	\$1,360,702	\$ -
Federated Investors	Prime Obligations Fund (SS)	3,226			17	None	3,226	3,226	

* The commissions and fees related to purchases and sales of investments, if any, are included in the cost of the investment or the proceeds from the sale and are not separately reported by the Trustee.

See Independent Auditor's Report.

The Hoover, Inc.
Retirement Plan for
Certain Union Employees

Employer ID No: 34-1350353

Plan Number: 020

Financial Statements as of and for the Years Ended
June 27, 2013 and 2012, Supplemental Schedules
as of and for the Year Ended June 27, 2013, and
Independent Auditors' Report

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of
The Hoover, Inc. Retirement Plan for
Certain Union Employees
Glenwillow, OH

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Hoover, Inc. Retirement Plan for Certain Union Employees (the "Plan") which comprise the statements of net assets available for benefits as of June 27, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended July 27, 2013 and 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.1038 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by FirstMerit Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years June 27, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

April 14, 2014

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF JUNE 27, 2013 AND 2012

	2013	2012
ASSETS:		
Employer contribution receivable	\$ 2,400,000	\$ -
Investments — money market funds — at fair value	<u>5,163,894</u>	<u>6,521,369</u>
Total assets	<u>7,563,894</u>	<u>6,521,369</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 7,563,894</u>	<u>\$ 6,521,369</u>

See notes to financial statements.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED JUNE 27, 2013 AND 2012

	2013	2012
ADDITIONS:		
Employer contribution	\$ 2,400,000	\$ 2,000,000
Investment income — interest	<u>590</u>	<u>914</u>
Total additions	<u>2,400,590</u>	<u>2,000,914</u>
DEDUCTIONS:		
Benefits paid to participants	(1,352,065)	(1,584,659)
Administrative expenses	<u>(6,000)</u>	<u>(4,500)</u>
Total deductions	<u>(1,358,065)</u>	<u>(1,589,159)</u>
NET INCREASE	1,042,525	411,755
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>6,521,369</u>	<u>6,109,614</u>
End of year	<u>\$ 7,563,894</u>	<u>\$ 6,521,369</u>

See notes to financial statements.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 27, 2013 AND 2012

1. DESCRIPTION OF THE PLAN

The following description of The Hoover, Inc. Retirement Plan for Certain Union Employees (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s information.

General — The Plan is a defined benefit pension plan covering certain union employees of Hoover, Inc. (the “Company”). Royal Appliance Mfg. Co. (“Royal”), a wholly owned subsidiary of Techtronic Industries, Co. Ltd., acquired certain assets of the Hoover business effective January 31, 2007, from Whirlpool Corporation. In connection with the acquisition, Royal assumed all rights and responsibilities of the Company, including the administration of certain retirement plans. The Plan was created on June 28, 2007, to provide retirement benefits to qualifying union employees of the Company, many of whom previously accrued retirement benefits under another Company plan, which were frozen upon the formation of the Plan. Participants of the Plan were credited for past service with the Company prior to the formation of the Plan. All participants were immediately 100% vested in their accrued retirement benefits. Royal controls and manages the operation and administration of the Plan. FirstMerit Bank, N.A. serves as the trustee. An investment manager manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended June 27, 2013 and 2012.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

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	2013	2012
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Other participants	<u>1,109,530</u>	<u>950,507</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 11,333,024</u>	<u>\$ 11,163,898</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years ended June 27, 2013 and 2012, are as follows:

	2013	2012
Actuarial present value of accumulated plan benefits — beginning of year	\$ 11,163,898	\$ 12,999,158
Increase (decrease) during the year attributable to:		
Actuarial loss	243,530	207,044
Interest due to the decrease in the discount period	653,394	842,271
Change in actuarial assumptions	624,267	(1,299,916)
Benefits paid	<u>(1,352,065)</u>	<u>(1,584,659)</u>
Actuarial present value of accumulated plan benefits — end of year	<u>\$ 11,333,024</u>	<u>\$ 11,163,898</u>

The amounts above related to the change in actuarial assumptions are due to a change in the expected return on Plan assets and a change in the Mortality Tables, as described below.

The significant actuarial assumptions used in the June 27, 2013 and 2012, valuations were as follows:

- Mortality: 2013 & 2012 Static Mortality Tables
- Interest discount assumption: 2013 — 6.23%, 2012 — 6.90%
- Expected retirement age: 65 years

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the actual date of the event or change in circumstances that caused the transfer.

A summary of the Plan's investments set forth by level within the fair value hierarchy measured at fair value on a recurring basis at June 27, 2013 and 2012, is as follows:

Fair Value Measurements at June 27, 2013				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market fund	<u>\$5,163,894</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,163,894</u>
Total	<u>\$5,163,894</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,163,894</u>

Fair Value Measurements at June 27, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market fund	<u>\$6,521,369</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$6,521,369</u>
Total	<u>\$6,521,369</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$6,521,369</u>

Subsequent to the issuance of the 2012 financial statements, management determined that a security presented in the Level 2 category should have been presented in the Level 1 category based on the observable inputs used to value the security. The Plan has corrected the 2012 presentation of such security in the table above. The correction had no impact on investment values reported in 2012 and had no effect on the 2012 statement of net assets available for benefits and statement of changes in net assets available for benefits.

6. INVESTMENTS

The Plan's investments, which represented 5% or more of net assets available for benefits as of June 27, 2013 and 2012, are as follows:

	2013	2012
Federated Investors — Prime Obligations Fund (SS)	<u>\$5,163,894</u>	<u>\$6,521,369</u>

There was no appreciation or depreciation of the Plan's investments (including gains and losses on investments bought and sold, as well as held) during the years ended June 27, 2013 and 2012.

7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan's investments as of and for the years ended June 27, 2013 and 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by FirstMerit Bank, N.A., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2013	2012
Statements of net assets available for benefits — investments — money market funds — at fair value	\$5,163,894	\$6,521,369
Statements of changes in net assets available for benefits — investment income — interest	590	914

Notes 6 and supplemental schedules: All investment balances and investment information.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 23, 2009, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). The Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or Department of Labor. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 14, 2014, the date the financial statements were available to be issued.

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SUPPLEMENTAL SCHEDULES

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

Employer ID No: 34-1350353

Plan No: 020

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 27, 2013**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Money market funds — Federated Investors	Prime Obligations Fund (SS)	\$5,163,894	\$5,163,894
	Total investments held		\$5,163,894	\$5,163,894

See Independent Auditor's Report.

THE HOOVER, INC. RETIREMENT PLAN FOR CERTAIN UNION EMPLOYEES

Employer ID No: 34-1350353

Plan No: 020

FORM 5500, SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS FOR THE YEAR ENDED JUNE 27, 2013

(a) Identity of Party Involved	(b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	Number of Transactions	(f) Expense Incurred with Transaction*	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or Loss
SERIES IN SAME SECURITY									
Federated Investors	Prime Obligations Fund (SS)	\$ -	\$1,360,702	\$ -	25	None	\$1,360,702	\$1,360,702	\$ -
Federated Investors	Prime Obligations Fund (SS)	3,226			17	None	3,226	3,226	

* The commissions and fees related to purchases and sales of investments, if any, are included in the cost of the investment or the proceeds from the sale and are not separately reported by the Trustee.

See Independent Auditor's Report.