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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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
NCH CORPORATION RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/05/1960

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

NCH CORPORATION & SUBSIDIARIES

2727 CHEMSEARCH BLVD.
IRVING, TX 75062

2b Employer Identification Number (EIN)
75-0457200

2c Sponsor's telephone number
972-438-0835

2d Business code (see instructions)
325900

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.	07/18/2014	MARILYN BONA
	Signature of plan administrator	Date	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

RETIREMENT SAVINGS PLAN ADMIN. COMM

2727 CHEMSEARCH BLVD.
IRVING, TX 75062

3b Administrator's EIN
75-1526710

3c Administrator's telephone number
972-438-0835

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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	3130
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**	2797
b	Retired or separated participants receiving benefits	**6b**	17
c	Other retired or separated participants entitled to future benefits	**6c**	308
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3122
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	10
f	Total. Add lines **6d** and **6e**.	**6f**	3132
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2194
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	42
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:
2E 2G 2J 2K

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)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(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

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☒	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ING INSTITUTIONAL PLAN SERVICES

04-3516284

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ING INSTITUTIONAL PLAN SERVICES

04-3516284

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 57 64 99	RECORD KEEPER	253879	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

COOK STREET CONSULTING INC.

84-0854432

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
31	CO-FIDUCIARY	45000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: NCH STABLE VALUE FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251296-001	C	56839690

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

Part I Asset and Liability Statement

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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1151725	1189142
(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)		
(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)	5382108	5704873
(9) Value of interest in common/collective trusts	1c(9)	63262173	56839690
(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)	136734659	176161497
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	206530665	239895202
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	176858	126273
k Total liabilities (add all amounts in lines 1g through1j)	1k	176858	126273
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	206353807	239768929

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)	5374983	
(B) Participants	2a(1)(B)	10165945	
(C) Others (including rollovers)	2a(1)(C)	759711	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16300639
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	217388	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		217388
(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)	4180518	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4180518
(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)		-413955
(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)		29487339
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		49771929
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15898945	
(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)		15898945
f Corrective distributions (see instructions)	2f		126273
g Certain deemed distributions of participant loans (see instructions)	2g		15195
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)		
(4) Other	2i(4)	316394	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		316394
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		16356807
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		33415122
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: GRANT THORNTON LLP **(2)** EIN: 36-6055558

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		X	
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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
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?	4g		X	
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?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
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.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NCH CORPORATION RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NCH CORPORATION & SUBSIDIARIES

D Employer Identification Number (EIN)
75-0457200

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): 04-0025081

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**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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.

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):

Financial Statements and Report of Independent Certified Public Accountants

NCH Corporation Retirement Savings Plan

December 31, 2013 and 2012

NCH Corporation Retirement Savings Plan

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Grant Thornton

Report of Independent Certified Public Accountants

Grant Thornton LLP
1717 Main Street, Suite 1500
Dallas, TX 75201-4667

T 214.561.2300
F 214.561.2370
GrantThornton.com
linkd.in/GrantThorntonUS
twitter.com/GrantThorntonUS

Administrative Committee
NCH Corporation Retirement Savings Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the NCH Corporation Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on 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 2520.103-8 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 certified information described in Note E, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the certified information provided to the Plan administrator is complete and accurate.

Grant Thornton

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.

Supplementary information

The supplemental schedule of Schedule H; Line 4i – Schedule of Assets (Held at End of Year) for the year ended December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note E, 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.

Grant Thornton LLP

Dallas, Texas
July 15, 2014

NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2013	2012
Assets		
Investments, at fair value	$233,001,186	$199,996,832
Receivables		
Employer year-end discretionary contributions	1,189,142	1,151,725
Notes receivable from participants	5,704,874	5,382,108
Total assets	239,895,202	206,530,665
Liabilities		
Excess contributions payable	126,273	176,858
Total liabilities	126,273	176,858
Net assets available for benefits at fair value	239,768,929	206,353,807
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(451,109)	(1,782,899)
Net assets available for benefits	$239,317,820	$204,570,908

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

NCH Corporation Retirement Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2013

Additions:	
Investment income:	
Net appreciation in fair value of investments	$ 30,403,980
Interest and dividend income	4,180,518
Net investment income	34,584,498
Interest income on notes receivable from participants	232,045
Contributions	
Participant	10,165,945
Employer	4,245,841
Employer year-end discretionary	1,189,142
Rollovers	759,711
Total contributions	16,360,639
Total additions	51,177,182
Deductions:	
Benefits paid to participants	15,987,603
Excess contributions	126,273
Administrative expenses	316,394
Total deductions	16,430,270
Net increase	34,746,912
Net assets available for benefits, beginning of year	204,570,908
Net assets available for benefits, end of year	$239,317,820

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF PLAN

The following description of the NCH Corporation Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document or the Summary Plan Description for more complete description of the Plan's provisions.

General

NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year. Temporary or project employees hired to work for a specified period of no more than one year are not eligible to participate in the Plan. However, if a temporary or project employee completes a full year of service then he or she is eligible to participate in the Plan as of the first (January 1 or July 1) coincident with or next following completion of a year of service.

Contributions

Each eligible employee may elect to make a pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $17,500 and $17,000 for 2013 and 2012, respectively. The Employer matching contribution is 100% of the participant contributions, up to 3.4% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. All contributions to the Plan are deposited into investment funds managed and held by ING Institutional Plan Services (the "Trustee") as directed by the participants.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company contributions. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN - Continued

Payments of Benefits

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, (iii) rollover a balance into an IRA, or (iv) if the account balance is greater than $5,000, defer payment up to age 70½.

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no benefit payments requested but unpaid as of December 31, 2013 and 2012.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer contributions. However, if a participant terminates his or her employment prior to three years of service for any reason other than retirement, death or full and permanent disability, the participant's vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeited Accounts

Forfeited amounts are used to reduce the Employer's contributions and pay administrative expenses. Forfeiture of nonvested Employer contributions totaled $113,839 in 2013 which was partially used to reduce employer matching contributions by $97,731 and pay $62,515 in administrative expenses of the Plan netted against $606 in earnings. The total balance of the forfeiture account was $194 and $45,995 as of December 31, 2013 and 2012, respectively.

Notes Receivable from Participants

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") requires the Plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note J for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability. The Plan distributed excess contributions made during 2013 to the applicable participants prior to March 15, 2014.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Company may elect to pay the Plan's expenses. For the year ended December 31, 2013, the Company did not elect to pay Plan expenses. For the year ended December 31, 2013, the participants paid the Trustee, amounts totaling $316,394 in administration fees, including participant loan processing, redemption fees, and record keeping fees.

NOTE C - TAX STATUS

The Internal Revenue Service ("IRS") advised the Plan administrator on March 22, 2012 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the Internal Revenue Code, and is therefore exempt from federal income tax. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 2010.

NOTE D - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their employer contributions and Plan assets will be distributed in accordance with the Plan document.

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012.
- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013.
- Schedule H, Part IV, line 4(i) – Schedule of Assets (held at end of year) as of December 31, 2013.

NOTE F - INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All investments are presented at fair value.

	2013	2012
Wells Fargo Stable Value Fund U*	$ 56,839,690	$ 63,262,173
Vanguard Institutional Index Fund Institutional Shares	31,910,687	24,080,635
Vanguard Mid-Cap Index Fund Institutional Shares	24,063,113	16,437,007
Dodge & Cox Stock Fund	22,663,154	14,786,943
American Funds American Balanced R-6	19,087,324	14,766,472
Harbor International Fund Institutional Class	17,712,222	15,824,838
PIMCO Total Return Fund Institutional Class	**	14,041,328
	$172,276,190	$163,199,396

* Represents estimated fair value. Contract value of this investment was $56,388,581 and $61,479,274 as of December 31, 2013 and 2012, respectively.

** Did not represent 5% of Plan's net assets at year-end.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $30,403,980 as follows:

Mutual funds	$29,486,145
Investment contract	917,835

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities that are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits.

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012, and for the year ended December 31, 2013:

	2013	2012
Net assets available for benefits per the financial statements	$239,317,820	$204,570,908
Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts	451,109	1,782,899
Net assets available for benefits per the Form 5500	$239,768,929	$206,353,807
Total change in net assets per the financial statements	$ 34,746,912	
Adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts	(1,331,790)	
Total change in net assets per the Form 5500	$ 33,415,122	

As discussed in Note I, the Plan invests in a fully benefit-responsive investment contract. For financial reporting purposes, the net assets of the Plan include the investment contract recorded at contract value, while the Form 5500 is presented at fair value.

NOTE I - INVESTMENT CONTRACT

The Wells Fargo Stable Value Fund U is the Plan's fully benefit-responsive investment contract with Wells Fargo. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As more fully described below, the contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo.

In accordance with Accounting Standards Codification ASC 962, *Plan Accounting - Contribution Pension Plans* ("ASC 962"), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

NOTE I - INVESTMENT CONTRACT - Continued

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Crediting interest rates are reviewed on a quarterly basis for resetting. The minimum crediting rate under the contract is 1.50%.

	2013	2012
Average yields:		
Based on actual earnings[1]	1.36%	0.94%
Based on interest rate credited to participants[2]	1.52%	1.95%

[1] This represents the annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the fund at December 31, 2013.

[2] This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investments in the fund at December 31, 2013.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

NOTE J - FAIR VALUE MEASUREMENTS

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements,* establishes 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

NOTE J - FAIR VALUE MEASUREMENTS - Continued

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 or 2012.

Mutual Funds

Valued at the closing price reported on the active market on which the individual securities are traded.

Investment Contract

Valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the investment contract, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation swill be carried out in an orderly business manner.

There are no redemption restrictions on any of the Plan's investments. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE J - FAIR VALUE MEASUREMENTS - Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012.

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$134,935,928	$ -	$ -	$134,935,928
Balanced funds	23,726,409	-	-	23,726,409
Fixed income funds	17,499,159	-	-	17,499,159
Investment contract	-	-	56,839,690	56,839,690
Total assets at fair value	$176,161,496	$ -	$56,839,690	$233,001,186

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$100,262,949	$ -	$ -	$100,262,949
Balanced funds	17,032,014	-	-	17,032,014
Fixed income funds	19,439,696	-	-	19,439,696
Investment contract	-	-	63,262,173	63,262,173
Total assets at fair value	$136,734,659	$ -	$63,262,173	$199,996,832

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

	2013
Balance, beginning of year	$ 63,262,173
Realized gains	656,921
Unrealized gains relating to instruments still held at the reporting date	(1,070,876)
Purchases	16,380,650
Sales	(22,389,178)
Balance, end of year	$ 56,839,690

NOTE J - FAIR VALUE MEASUREMENTS - Continued

Unrealized gains/losses from the investment contract are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs as of December 31, 2013.

Investment in:	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Wells Fargo Stable Value Fund U	$56,839,690	Net Asset Value of Underlying Portfolio	Yield Rate	1.36%
			Fair Value to Contract Value Ratio	100.8%
			Total Return	1.52%

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund U	$56,839,690	N/A	Daily	None

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund U	$63,262,173	N/A	Daily	None

NOTE K - RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

The Plan has notes receivable from participants, which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules. As described in Note B, the Plan made direct payments to the third party administrator of $316,394. The Plan Sponsor pays directly other fees related to the plan's operations.

NOTE L - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 15, 2014, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

SUPPLEMENTAL SCHEDULE

NCH Corporation Retirement Savings Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Vanguard	Vanguard Institutional Index Fund Institutional Shares	$ 31,910,687
	Vanguard	Vanguard Mid-Cap Index Fund Institutional Shares	24,063,113
	Dodge & Cox	Dodge & Cox Fund	22,663,154
	American Funds	American Funds American Balanced R-6	19,087,324
	Harbor International	Harbor International Fund Institutional Class	17,712,222
	PIMCO	PIMCO Total Return Fund Institutional Class	9,983,106
	Baron Growth	Baron Growth Fund Institutional Shares	9,916,620
	T. Rowe	T. Rowe Price Retirement 2030 Fund	7,487,741
	T. Rowe	T. Rowe Price Retirement 2020 Fund	6,780,923
	Royce	Royce Total Return Fund Institutional Shares	5,582,951
	T. Rowe	T. Rowe Price Retirement 2040 Fund	5,353,352
	American Funds	American Funds Growth Fund of America Class R-6	4,244,858
	Vanguard	Vanguard Inflation-Protected Securities Fund Admiral Shares	3,309,127
	T. Rowe	Income Fund	2,604,800
	Goldman Sachs	Goldman Sachs High Yield Fund Institutional	1,933,102
	E.I.I. Global	E.I.I. Global Property Institutional	1,597,339
	T. Rowe	T. Rowe Price Retirement 2050 Fund	900,988
	T. Rowe	T. Rowe Price Retirement 2010 Fund	598,605
	Goldman Sachs Core	Goldman Sachs Financial Square Government Fund FST Shares	431,484
	Total mutual funds, at fair value		176,161,496
	Wells Fargo Stable Value Fund U	Stable Value Fund (at fair value)	56,839,690
	Total investments, at fair value		$233,001,186
*	Participants	Notes receivable from participants with interest rates of 4.25% to 5.00% and maturity dates from January 2014 to December 2019	$ 5,704,874

*Indicates a party-in-interest to the Plan.

Note: Information on cost of the investments (column (d)) is excluded, as all investments are participant directed.

Financial Statements and Report of Independent Certified Public Accountants

NCH Corporation Retirement Savings Plan

December 31, 2013 and 2012

NCH Corporation Retirement Savings Plan

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Grant Thornton

Report of Independent Certified Public Accountants

Grant Thornton LLP
1717 Main Street, Suite 1500
Dallas, TX 75201-4667

T 214.561.2300
F 214.561.2370
GrantThornton.com
linkd.in/GrantThorntonUS
twitter.com/GrantThorntonUS

Administrative Committee
NCH Corporation Retirement Savings Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the NCH Corporation Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on 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 2520.103-8 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 certified information described in Note E, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the certified information provided to the Plan administrator is complete and accurate.

Grant Thornton

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.

Supplementary information

The supplemental schedule of Schedule H; Line 4i – Schedule of Assets (Held at End of Year) for the year ended December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note E, 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.

Grant Thornton LLP

Dallas, Texas
July 15, 2014

NCH Corporation Retirement Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2013	2012
Assets		
Investments, at fair value	$233,001,186	$199,996,832
Receivables		
Employer year-end discretionary contributions	1,189,142	1,151,725
Notes receivable from participants	5,704,874	5,382,108
Total assets	239,895,202	206,530,665
Liabilities		
Excess contributions payable	126,273	176,858
Total liabilities	126,273	176,858
Net assets available for benefits at fair value	239,768,929	206,353,807
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(451,109)	(1,782,899)
Net assets available for benefits	$239,317,820	$204,570,908

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

NCH Corporation Retirement Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2013

Additions:	
Investment income:	
Net appreciation in fair value of investments	$ 30,403,980
Interest and dividend income	4,180,518
Net investment income	34,584,498
Interest income on notes receivable from participants	232,045
Contributions	
Participant	10,165,945
Employer	4,245,841
Employer year-end discretionary	1,189,142
Rollovers	759,711
Total contributions	16,360,639
Total additions	51,177,182
Deductions:	
Benefits paid to participants	15,987,603
Excess contributions	126,273
Administrative expenses	316,394
Total deductions	16,430,270
Net increase	34,746,912
Net assets available for benefits, beginning of year	204,570,908
Net assets available for benefits, end of year	$239,317,820

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF PLAN

The following description of the NCH Corporation Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document or the Summary Plan Description for more complete description of the Plan's provisions.

General

NCH Corporation (the "Company," "Plan sponsor" or "Employer") established the Plan for the purpose of encouraging savings for retirement and to provide a tax-qualified facility for accumulation of funds to be used to provide benefits payable to an employee upon retirement, death, disability, termination of employment, or on certain other occasions.

Eligibility

All qualified employees who have attained the age of 18 and have completed 30 days of service are eligible to participate in the Plan. However, to receive the Employer matching and Employer year-end discretionary contributions, the employee must have been employed for a minimum of one year. Temporary or project employees hired to work for a specified period of no more than one year are not eligible to participate in the Plan. However, if a temporary or project employee completes a full year of service then he or she is eligible to participate in the Plan as of the first (January 1 or July 1) coincident with or next following completion of a year of service.

Contributions

Each eligible employee may elect to make a pretax contribution commencing on any entry date in any whole percentage from 1% to 50% of the employee's compensation, not to exceed certain limits as set forth by the Internal Revenue Code ("IRC") and the Plan document. The maximum contribution allowable by the IRC was $17,500 and $17,000 for 2013 and 2012, respectively. The Employer matching contribution is 100% of the participant contributions, up to 3.4% of eligible compensation. In addition, upon authorization by the Employer's Board of Directors, the Employer shall also make an additional contribution up to 100% of the first $750 of a participant's pre-tax deferral, provided the participant is still employed on the last day of the Plan year. Participants may also deposit distributions received from other qualified benefit plans, called a rollover contribution, into the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. All contributions to the Plan are deposited into investment funds managed and held by ING Institutional Plan Services (the "Trustee") as directed by the participants.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company contributions. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN - Continued

Payments of Benefits

Upon retirement, death, disability, or termination of employment, a participant (or the participant's beneficiary, if applicable) may elect to either (i) receive installment payments which are not less than $4,000 per year payable on an annual basis, (ii) receive a lump-sum amount, (iii) rollover a balance into an IRA, or (iv) if the account balance is greater than $5,000, defer payment up to age 70½.

Withdrawals are permitted upon the attainment of age 59½ or for alleviating financial hardships in accordance with Plan provisions. There were no benefit payments requested but unpaid as of December 31, 2013 and 2012.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. A participant who terminates service due to death, permanent disability, achievement of normal retirement age, or completes three years of service is fully vested in his or her Employer contributions. However, if a participant terminates his or her employment prior to three years of service for any reason other than retirement, death or full and permanent disability, the participant's vested percentage will be zero. All participants are fully vested upon reaching the age of 65.

Forfeited Accounts

Forfeited amounts are used to reduce the Employer's contributions and pay administrative expenses. Forfeiture of nonvested Employer contributions totaled $113,839 in 2013 which was partially used to reduce employer matching contributions by $97,731 and pay $62,515 in administrative expenses of the Plan netted against $606 in earnings. The total balance of the forfeiture account was $194 and $45,995 as of December 31, 2013 and 2012, respectively.

Notes Receivable from Participants

Participants may borrow from their accounts subject to a minimum of $500. The maximum amount of any loan (when added to the outstanding balance of all prior loans) may not exceed the lesser of: (1) 50% of the participant's vested account balance or (2) $50,000, reduced by the highest balance of all outstanding loans to the participant during the one-year period ending on the first day of the month preceding the date of the loan in question. In addition, participants may have no more than two loans outstanding at any one time. The loans are secured by the remaining balance in the participant's account and bear interest at the Prime Rate plus 1%, as published in the Wall Street Journal on the first day of the previous month. Loan terms are either three or five years. Principal and interest are repaid in equal installments through payroll deductions and individual repayments made by the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") requires the Plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note J for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability. The Plan distributed excess contributions made during 2013 to the applicable participants prior to March 15, 2014.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Company may elect to pay the Plan's expenses. For the year ended December 31, 2013, the Company did not elect to pay Plan expenses. For the year ended December 31, 2013, the participants paid the Trustee, amounts totaling $316,394 in administration fees, including participant loan processing, redemption fees, and record keeping fees.

NOTE C - TAX STATUS

The Internal Revenue Service ("IRS") advised the Plan administrator on March 22, 2012 that the Plan constitutes a qualified retirement trust under Sec. 401(a) of the Internal Revenue Code, and is therefore exempt from federal income tax. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 2010.

NOTE D - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In the event of Plan termination, all participants will become 100% vested in their employer contributions and Plan assets will be distributed in accordance with the Plan document.

NOTE E - INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012.
- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013.
- Schedule H, Part IV, line 4(i) – Schedule of Assets (held at end of year) as of December 31, 2013.

NOTE F - INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets at year-end. All investments are presented at fair value.

	2013	2012
Wells Fargo Stable Value Fund U*	$ 56,839,690	$ 63,262,173
Vanguard Institutional Index Fund Institutional Shares	31,910,687	24,080,635
Vanguard Mid-Cap Index Fund Institutional Shares	24,063,113	16,437,007
Dodge & Cox Stock Fund	22,663,154	14,786,943
American Funds American Balanced R-6	19,087,324	14,766,472
Harbor International Fund Institutional Class	17,712,222	15,824,838
PIMCO Total Return Fund Institutional Class	**	14,041,328
	$172,276,190	$163,199,396

* Represents estimated fair value. Contract value of this investment was $56,388,581 and $61,479,274 as of December 31, 2013 and 2012, respectively.

** Did not represent 5% of Plan's net assets at year-end.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $30,403,980 as follows:

Mutual funds	$29,486,145
Investment contract	917,835

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities that are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits.

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012, and for the year ended December 31, 2013:

	2013	2012
Net assets available for benefits per the financial statements	$239,317,820	$204,570,908
Adjustment from contract value to fair value for interest in Collective Trust related to fully benefit-responsive investment contracts	451,109	1,782,899
Net assets available for benefits per the Form 5500	$239,768,929	$206,353,807
Total change in net assets per the financial statements	$ 34,746,912	
Adjustment from contract value to fair value for interest in fully benefit-responsive investment contracts	(1,331,790)	
Total change in net assets per the Form 5500	$ 33,415,122	

As discussed in Note I, the Plan invests in a fully benefit-responsive investment contract. For financial reporting purposes, the net assets of the Plan include the investment contract recorded at contract value, while the Form 5500 is presented at fair value.

NOTE I - INVESTMENT CONTRACT

The Wells Fargo Stable Value Fund U is the Plan's fully benefit-responsive investment contract with Wells Fargo. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As more fully described below, the contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo.

In accordance with Accounting Standards Codification ASC 962, *Plan Accounting - Contribution Pension Plans* ("ASC 962"), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. ASC 962 requires the statements of net assets available for benefits to present the fair value of the Plan's investments, as well as the adjustment from fair value to contract value for these fully benefit-responsive investment contracts.

NOTE I - INVESTMENT CONTRACT - Continued

Wells Fargo is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Crediting interest rates are reviewed on a quarterly basis for resetting. The minimum crediting rate under the contract is 1.50%.

	2013	2012
Average yields:		
Based on actual earnings[1]	1.36%	0.94%
Based on interest rate credited to participants[2]	1.52%	1.95%

[1] This represents the annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the fund at December 31, 2013.

[2] This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investments in the fund at December 31, 2013.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

NOTE J - FAIR VALUE MEASUREMENTS

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements,* establishes 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

NOTE J - FAIR VALUE MEASUREMENTS - Continued

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 or 2012.

Mutual Funds

Valued at the closing price reported on the active market on which the individual securities are traded.

Investment Contract

Valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the investment contract, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation swill be carried out in an orderly business manner.

There are no redemption restrictions on any of the Plan's investments. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE J - FAIR VALUE MEASUREMENTS - Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012.

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$134,935,928	$ -	$ -	$134,935,928
Balanced funds	23,726,409	-	-	23,726,409
Fixed income funds	17,499,159	-	-	17,499,159
Investment contract	-	-	56,839,690	56,839,690
Total assets at fair value	$176,161,496	$ -	$56,839,690	$233,001,186

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Growth funds	$100,262,949	$ -	$ -	$100,262,949
Balanced funds	17,032,014	-	-	17,032,014
Fixed income funds	19,439,696	-	-	19,439,696
Investment contract	-	-	63,262,173	63,262,173
Total assets at fair value	$136,734,659	$ -	$63,262,173	$199,996,832

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets (investment contract) for the year ended December 31:

	2013
Balance, beginning of year	$ 63,262,173
Realized gains	656,921
Unrealized gains relating to instruments still held at the reporting date	(1,070,876)
Purchases	16,380,650
Sales	(22,389,178)
Balance, end of year	$ 56,839,690

NOTE J - FAIR VALUE MEASUREMENTS - Continued

Unrealized gains/losses from the investment contract are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs as of December 31, 2013.

Investment in:	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Wells Fargo Stable Value Fund U	$56,839,690	Net Asset Value of Underlying Portfolio	Yield Rate	1.36%
			Fair Value to Contract Value Ratio	100.8%
			Total Return	1.52%

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund U	$56,839,690	N/A	Daily	None

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund U	$63,262,173	N/A	Daily	None

NOTE K - RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

The Plan has notes receivable from participants, which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules. As described in Note B, the Plan made direct payments to the third party administrator of $316,394. The Plan Sponsor pays directly other fees related to the plan's operations.

NOTE L - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 15, 2014, the date the financial statements were available to be issued, and determined there were no events that occurred that would have significantly affected the financial statements.

SUPPLEMENTAL SCHEDULE

NCH Corporation Retirement Savings Plan

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Vanguard	Vanguard Institutional Index Fund Institutional Shares	$ 31,910,687
	Vanguard	Vanguard Mid-Cap Index Fund Institutional Shares	24,063,113
	Dodge & Cox	Dodge & Cox Fund	22,663,154
	American Funds	American Funds American Balanced R-6	19,087,324
	Harbor International	Harbor International Fund Institutional Class	17,712,222
	PIMCO	PIMCO Total Return Fund Institutional Class	9,983,106
	Baron Growth	Baron Growth Fund Institutional Shares	9,916,620
	T. Rowe	T. Rowe Price Retirement 2030 Fund	7,487,741
	T. Rowe	T. Rowe Price Retirement 2020 Fund	6,780,923
	Royce	Royce Total Return Fund Institutional Shares	5,582,951
	T. Rowe	T. Rowe Price Retirement 2040 Fund	5,353,352
	American Funds	American Funds Growth Fund of America Class R-6	4,244,858
	Vanguard	Vanguard Inflation-Protected Securities Fund Admiral Shares	3,309,127
	T. Rowe	Income Fund	2,604,800
	Goldman Sachs	Goldman Sachs High Yield Fund Institutional	1,933,102
	E.I.I. Global	E.I.I. Global Property Institutional	1,597,339
	T. Rowe	T. Rowe Price Retirement 2050 Fund	900,988
	T. Rowe	T. Rowe Price Retirement 2010 Fund	598,605
	Goldman Sachs Core	Goldman Sachs Financial Square Government Fund FST Shares	431,484
	Total mutual funds, at fair value		176,161,496
	Wells Fargo Stable Value Fund U	Stable Value Fund (at fair value)	56,839,690
	Total investments, at fair value		$233,001,186
*	Participants	Notes receivable from participants with interest rates of 4.25% to 5.00% and maturity dates from January 2014 to December 2019	$ 5,704,874

*Indicates a party-in-interest to the Plan.

Note: Information on cost of the investments (column (d)) is excluded, as all investments are participant directed.