

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/29/1980</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-1179223</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>937-456-8400</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>333310</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/29/1980</u>		2b Employer Identification Number (EIN) <u>31-1179223</u>		2c Sponsor's telephone number <u>937-456-8400</u>		2d Business code (see instructions) <u>333310</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>06/29/1980</u>											
2b Employer Identification Number (EIN) <u>31-1179223</u>											
2c Sponsor's telephone number <u>937-456-8400</u>											
2d Business code (see instructions) <u>333310</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HENNY PENNY CORPORATION</u> <u>P.O. BOX 60, 1219 U.S. 35 WEST</u> <u>EATON, OH 45320</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/25/2014	CAROLYN WALL
	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		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	385
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	326
b Retired or separated participants receiving benefits		6b	18
c Other retired or separated participants entitled to future benefits		6c	20
d Subtotal. Add lines 6a , 6b , and 6c		6d	364
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	4
f Total. Add lines 6d and 6e		6f	368
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A			
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) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

A Name of plan HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HENNY PENNY CORPORATION	D Employer Identification Number (EIN) 31-1179223

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013	
2	Assets:	
	a Market value	2a 23341583
	b Actuarial value	2b 23383075
3	Funding target/participant count breakdown:	
		(1) Number of participants (2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a 22 1904816
	b For terminated vested participants	3b 21 192094
	c For active participants:	
	(1) Non-vested benefits	3c(1) 0
	(2) Vested benefits	3c(2) 16844246
	(3) Total active	3c(3) 342 16844246
	d Total	3d 385 18941156
4	If the plan is in at-risk status, check the box and complete lines (a) and (b):	
	a Funding target disregarding prescribed at-risk assumptions	4a
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5	Effective interest rate	5 6.46 %
6	Target normal cost	6 1187665

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

SIGN HERE	Signature of actuary RACHEL A. BATTAH, F.S.A. Type or print name of actuary MERCER Firm name 325 JOHN H MCCONNELL BLVD SUITE 350 COLUMBUS, OH 43215 Address of the firm	07/15/2014 Date 14-06672 Most recent enrollment number 614-227-5500 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>10.54</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2022275
b Interest on (a) using prior year's effective interest rate of <u>5.82</u> % except as otherwise provided (see instructions)		117696
c Total available at beginning of current plan year to add to prefunding balance		2139971
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	123.45 %
15 Adjusted funding target attainment percentage	15	123.45 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	106.87 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
05/02/2014	1600000	0			
07/01/2014	1500000	0			
			Totals ►	18(b)	3100000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2837959
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1187665	
b Excess assets, if applicable, but not greater than line 31a	31b	1187665	
32 Amortization installments:	Outstanding Balance		
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2837959	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2837959	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HENNY PENNY CORPORATION	D Employer Identification Number (EIN) 31-1179223	

Part I	Service Provider Information (see instructions)
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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)..... ☐ 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

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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)

MORGAN STANLEY SMITH BARNEY

13-2919773

(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?
28	NONE	148557	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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 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
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HENNY PENNY CORPORATION</u>	D Employer Identification Number (EIN) <u>31-1179223</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2200000	3100000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	8030	8506
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5311355	1846466
	(2) U.S. Government securities	1c(2)	2497291	2510719
	(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)	9570909	15486090
	(5) Partnership/joint venture interests	1c(5)	740092	722743
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2052103	2176921
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	1021832	1163295

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	23401612	27014740

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	23401612	27014740
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3100000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3100000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	522069	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		522069
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2156457	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2156457

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		5778526

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1895562	
(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)		1895562
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	269836	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		269836
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2165398

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3613128
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☐ Yes ☒ No

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

(1) Name: BATTELLE RIPPE KINGSTON LLP

(2) EIN: 31-0210560

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		1000000
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.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HENNY PENNY CORPORATION</u>	D Employer Identification Number (EIN) <u>31-1179223</u>

Part I	Distributions
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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	<u>0</u>
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): <u>31-1051736</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>16</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



INDEPENDENT AUDITORS' REPORT

To the Participants and the Trustees
Henny Penny Corporation
Employees Pension Plan
Eaton, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of the Henny Penny Corporation Employees Pension 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 years then ended and the statement of accumulated plan benefits as of December 31, 2012, and the statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2013 and 2012, and changes therein for the years then ended and its financial status as of December 31, 2012, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Battelle Rippe Kington LLP

Dayton, Ohio
July 18, 2014

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										Total
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	
Under 25											0
25–29		6	3								9
30–34		1	15		3						19
35–39		4	15		11	1					31
40–44		4	12		12	4					32
45–49		4	15		17	14	6	2			58
50–54		3	16	1	19	16	5	33	2		95
55–59		2	13	1	9	10	7	17	3		62
60–64		1	9		3	2	6	6		1	28
65–69			1		3	1	2		1		8
70 & up											0
Total	0	25	99	2	77	48	26	58	6	1	342

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.

Participants in the frozen group do not receive a credited service increment after December 31, 2007.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions****Discount rate sponsor elections**

- | | |
|-------------------------------------|---------------|
| • Segment rates or full yield curve | Segment rates |
| • Look-back months | 4 |
| • First 5 years | 4.94% |
| • Next 15 years | 6.15% |
| • Over 20 years | 6.76% |

Mortality sponsor elections

- | | |
|--------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed combined static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Pre-1995 disabilities | Not applicable |
| • Post-1994 disabilities | Not applicable |

417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Other economic assumptions

- | | |
|---------------------------------|---|
| • Salary increases | 4.25% per year |
| • Flat-dollar benefit increases | Not applicable |
| • Social Security wage base | Not applicable |
| • Inflation | 2.50% per year |
| • Expected investment return | 8.00% per year for years 2011, 7.75% for year 2012 and 7.00% for year 2013 |
| • Administrative expenses | None paid from plan |
| • Investment Expenses | 0.75% of beginning of the year market asset value (prior to receivable contributions) added to the normal cost (\$159,012 for 2013) |

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Demographic assumptions**

- Withdrawal 10% of the SOA 2003 Pension Plan Turnover Study for Small Plans Table. See table of sample rates.
- Disability incidence Not applicable
- Retirement age

Attained age	Percentage
Under 55	0%
55-59	3%
60-61	10%
62	15%
63-64	10%
65 and above	100%

- Benefit commencement age for
 - Future vested deferred 65
 - Current vested deferred 65

- Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	80%	80%
— Spouse age difference	3 years younger	3 years older

Form of payment	<u>Lump sum</u>	<u>Single life annuity</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	N/A	N/A
• Future deaths	100%	0%
• Current vested deferred	0%	100%

Unpredictable contingent event assumptions Not applicable

Table of Sample Rates

Attained age	Percentage Withdrawal
20	2.43%
25	1.95
30	1.55
35	1.21
40	0.94
45	0.73
50	0.56
55+	0.00

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Methods for Funding

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2013

<i>(a)</i> <i>Identity</i> <i>of Party</i> <i>Involved</i>	<i>(b)</i> <i>Description of Asset</i>	<i>(c)</i> <i>Purchase</i> <i>Price</i>	<i>(d)</i> <i>Selling</i> <i>Price</i>	<i>(g)</i> <i>Cost of</i> <i>Asset</i>	<i>(h)</i> <i>Current</i> <i>Value of</i> <i>Asset on</i> <i>Transaction</i> <i>Date</i>	<i>(i)</i> <i>Net</i> <i>Gain</i> <i>(Loss)</i>
Category (iii) - Series of Transactions in Excess of 5 Percent of the Plan Assets						
Fifth Third Bank	Federated Prime Value Obligations Fund	\$ 583,163	\$ 1,878,540	\$ 2,461,703	\$ 2,461,703	\$ -

There were no category (i), (ii) or (iv) transactions for the year.

There were no lease rental activities or expenses incurred with the Plan.
Therefore, columns (e) and (f) were eliminated for presentation purposes.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► Round off amounts to nearest dollar.

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

A Name of plan HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HENNY PENNY CORPORATION	D Employer Identification Number (EIN) 31-1179223	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a	23341583	
b Actuarial value	2b	23383075	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	22	1904816
b For terminated vested participants.....	3b	21	192094
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		16844246
(3) Total active.....	3c(3)	342	16844246
d Total.....	3d	385	18941156
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.46%	
6 Target normal cost.....	6	1187665	

Statement by Enrolled Actuary

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

SIGN HERE	<i>Rachel A. Battah</i> Signature of actuary RACHEL A. BATTAH, F.S.A. Type or print name of actuary MERCER Firm name 325 JOHN H MCCONNELL BLVD SUITE 350 COLUMBUS OH 43215 Address of the firm	<i>RAB</i> 7/15/2014 Date 1406672 Most recent enrollment number 614-227-5500 Telephone number (including area code)
------------------	--	---

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

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

Schedule SB (Form 5500) 2013

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>10.54%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2022275
	b Interest on (a) using prior year's effective interest rate of <u>5.82%</u> except as otherwise provided (see instructions)		117696
	c Total available at beginning of current plan year to add to prefunding balance		2139971
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	123.45 %
15	Adjusted funding target attainment percentage	15	123.45 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	106.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
05/02/2014	1600000	0			
07/01/2014	1500000	0			
Totals ▶			18(b)	3100000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2837959
20 Quarterly contributions and liquidity shortfalls:			
a	Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c	If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76%
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1187665	
b Excess assets, if applicable, but not greater than line 31a	31b	1187665	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2837959	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2837959	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	3.0%	10,000	300	16,500
56	3.0%	9,700	291	16,296
57	3.0%	9,409	282	16,089
58	3.0%	9,127	274	15,881
59	3.0%	8,853	266	15,670
60	10.0%	8,587	859	51,524
61	10.0%	7,729	773	47,144
62	15.0%	6,956	1,043	64,688
63	10.0%	5,912	591	37,248
64	10.0%	5,321	532	34,055
65	100.0%	4,789	4,789	311,287
Total			10,000	626,382
Average				62.64

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions****Discount rate sponsor elections**

- | | |
|-------------------------------------|---------------|
| • Segment rates or full yield curve | Segment rates |
| • Look-back months | 4 |
| • First 5 years | 4.94% |
| • Next 15 years | 6.15% |
| • Over 20 years | 6.76% |

Mortality sponsor elections

- | | |
|--------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed combined static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Pre-1995 disabilities | Not applicable |
| • Post-1994 disabilities | Not applicable |

417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Other economic assumptions

- | | |
|---------------------------------|---|
| • Salary increases | 4.25% per year |
| • Flat-dollar benefit increases | Not applicable |
| • Social Security wage base | Not applicable |
| • Inflation | 2.50% per year |
| • Expected investment return | 8.00% per year for years 2011, 7.75% for year 2012 and 7.00% for year 2013 |
| • Administrative expenses | None paid from plan |
| • Investment Expenses | 0.75% of beginning of the year market asset value (prior to receivable contributions) added to the normal cost (\$159,012 for 2013) |

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Demographic assumptions**

- Withdrawal 10% of the SOA 2003 Pension Plan Turnover Study for Small Plans Table. See table of sample rates.

- Disability incidence Not applicable

- Retirement age

Attained age	Percentage
Under 55	0%
55-59	3%
60-61	10%
62	15%
63-64	10%
65 and above	100%

- Benefit commencement age for

- Future vested deferred 65
- Current vested deferred 65

- Spouse assumptions

- Percentage married 80%
- Spouse age difference 3 years younger

Form of payment	<u>Lump sum</u>	<u>Single life annuity</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	N/A	N/A
• Future deaths	100%	0%
• Current vested deferred	0%	100%

Unpredictable contingent event assumptions Not applicable

Table of Sample Rates

Attained age	Percentage Withdrawal
20	2.43%
25	1.95
30	1.55
35	1.21
40	0.94
45	0.73
50	0.56
55+	0.00

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding****Asset Methods**

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions****Benefits Included or Excluded**

Unless noted below, all benefits provided by the plan, as restated and amended through December 14, 2010, are included in this valuation.

- **Most recent plan amendments included:** The December 14, 2010 amendment.
- **Plan amendments excluded:** None
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Late retirement increases:**
 - *Active participants:* The plan applies late retirement actuarial increases for all participants who defer retirement beyond their normal retirement date and this valuation includes those increases.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: July 29, 1980, subsequently amended and restated Plan year: Calendar year
Status of the plan	The plan is frozen as of December 31, 2007 for those employees with less than 10 years of vesting service. The plan has ongoing benefit accruals for the employees with more than 10 years of vesting service as of December 31, 2007.
Significant events that occurred during the year	None
Definitions	
• Participation	An employee shall become eligible for participation on the first January 1 or July 1 following the completion of 1,000 hours of service during his first employment year or subsequent plan years and attainment of age 21. As of January 1, 2008, the plan is closed to new employees.
• Employee contributions	None required or permitted.
• Vesting service	Participants receive one year of vesting service for each plan year in which they work at least 1,000 hours. Service before age 18 will be excluded from the vesting service.
• Credited service	Participants receive one year of credited service for each plan year in which they work at least 1,000 hours as a covered employee.
• Pensionable earnings	Base compensation excluding overtime, commissions, and bonus payments payable as of the end of the plan year.
• Vesting of accrued benefits upon partial plan termination	Due to the partial plan termination December 31, 2007 the accrued benefits of employees with less than 10 years of vesting service were considered 100% vested. These employees will have no further benefit accruals after December 31, 2007.
• Average monthly compensation	Average monthly compensation shall be the average of the member's rate of monthly wages on January 1st (or June 29th before 1987) for the three consecutive years which yield the highest compensation. Average monthly compensation was frozen at December 31, 2007 for participants with less than ten years of vesting service at that date.
• Accrued benefit (after January 1, 1994)	The greater of : a) 1% of the member's average monthly compensation multiplied by the member's credited service and b) 1% of the member's average monthly earnings multiplied by the number of years of credited service, where average monthly earnings and credited service are determined as of December 31, 1993 For participants with less than 10 years of vesting service as of December 31, 2007, benefit accruals were frozen as of December 31, 2007.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Age 65
• Benefit	The accrued benefit determined as of normal retirement age.
Early retirement	
• Eligibility	Attainment of age 55 and the completion of 5 years of vesting service.
• Benefit	The benefit accrued to the date of early retirement reduced 1/180th for each of the first 60 months and 1/360th for each of the next 60 months, by which early retirement precedes normal retirement date.
Late retirement	
• Eligibility	After normal retirement age.
• Benefit	An amount determined as for Normal Retirement increased each year thereafter by the greater of an actuarial increase to the prior year's benefit or by the additional accrual earned.
Termination benefits	
• Eligibility	Five or more years of vesting service.
• Benefit	Accrued benefit as of the date of termination, payable at his normal retirement date. If elected early, benefit is reduced the same as under the Early retirement definition until age 55, then using actuarial equivalence as defined under Optional form conversion factors prior to age 55.
Pre-retirement death	
• Eligibility	Five or more years of vesting service.
• Benefit	Upon the death of a married member who is vested but has not yet reached his normal retirement date, his surviving spouse shall be entitled to a monthly benefit equal to the participant's accrued benefit as of the participant's Normal Retirement Date, or a reduced benefit at an earlier date.
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Joint and Survivor Annuity with 50% continued
• Optional forms	• 5 or 10 Year Certain and Continuous Annuity • Joint and Survivor Annuity with 50%, 75% or 100% continued • Estate Protection Option • Lump Sum
• Optional form conversion factors	• Mortality table- UP1984 • Set forward one year • Interest rate – 7.25%

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous

- | | |
|------------------------|--|
| • Maximum compensation | Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000. |
| <hr/> | |
| • Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000. |
-

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

- The expense component of normal cost increased from \$140,142 to \$159,012 to reflect our expectations for the current plan year.
- The expected return on assets decreased from 7.75% to 7.00% to reflect our expectations for the current plan year.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										Total
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	
Under 25											0
25–29		6	3								9
30–34		1	15		3						19
35–39		4	15		11	1					31
40–44		4	12		12	4					32
45–49		4	15		17	14	6	2			58
50–54		3	16	1	19	16	5	33	2		95
55–59		2	13	1	9	10	7	17	3		62
60–64		1	9		3	2	6	6		1	28
65–69			1		3	1	2		1		8
70 & up											0
Total	0	25	99	2	77	48	26	58	6	1	342

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.

Participants in the frozen group do not receive a credited service increment after December 31, 2007.

HENNY PENNY CORPORATION
EMPLOYEES PENSION PLAN
AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2013

HENNY PENNY CORPORATION

EMPLOYEES PENSION PLAN

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DECEMBER 31, 2013

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INDEPENDENT AUDITORS' REPORT

To the Participants and the Trustees
Henny Penny Corporation
Employees Pension Plan
Eaton, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of the Henny Penny Corporation Employees Pension 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 years then ended and the statement of accumulated plan benefits as of December 31, 2012, and the statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2013 and 2012, and changes therein for the years then ended and its financial status as of December 31, 2012, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Battelle Rippe Kington LLP

Dayton, Ohio
July 18, 2014

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31</i>	
	<u>2013</u>	<u>2012</u>
ASSETS		
Cash and cash equivalents	\$ 136,496	\$ 9,005
Investments, at fair value:		
Money market funds	1,709,970	5,302,350
Common and preferred stocks	15,486,090	9,570,909
Government bonds	1,763,940	1,491,852
Mortgage-backed securities	746,779	1,005,439
Mutual funds	2,176,921	2,052,103
Hedge fund	1,163,295	1,021,832
Limited partnership interests	722,743	740,092
Total investments	<u>23,769,738</u>	<u>21,184,577</u>
Receivables:		
Accrued investment income	8,506	8,030
Employer contributions	3,100,000	2,200,000
Total receivables	<u>3,108,506</u>	<u>2,208,030</u>
Total assets	27,014,740	23,401,612
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 27,014,740</u></u>	<u><u>\$ 23,401,612</u></u>

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

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<i>Year Ended December 31</i>	
	<i><u>2013</u></i>	<i><u>2012</u></i>
Investment income:		
Interest and dividends	\$ 522,069	\$ 482,455
Net appreciation in fair value of investments	2,156,457	1,641,396
Net investment income	<u>2,678,526</u>	<u>2,123,851</u>
Employer contribution	<u>3,100,000</u>	<u>2,200,000</u>
Total additions	5,778,526	4,323,851
Deductions from net assets attributable to:		
Benefits paid directly to participants	1,895,562	2,554,233
Investment expenses	269,836	253,570
Total deductions	<u>2,165,398</u>	<u>2,807,803</u>
Net increase	3,613,128	1,516,048
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>23,401,612</u>	<u>21,885,564</u>
End of year	<u><u>\$ 27,014,740</u></u>	<u><u>\$ 23,401,612</u></u>

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

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

	<i>December 31, 2012</i>
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving benefits	\$ 1,753,122
Other participants	<u>17,991,632</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 19,744,754</u></u>

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

	<i>Year Ended December 31, 2012</i>
Actuarial present value of accumulated plan benefits at beginning of year	<u>\$ 19,433,795</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	1,601,674
Increase for interest due to change in discount period	1,263,518
Benefit payments	<u>(2,554,233)</u>
Net increase	<u><u>310,959</u></u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 19,744,754</u></u>

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

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Henny Penny Corporation Employees Pension Plan (the Plan) is provided for general information purposes only. Participants may refer to the Plan agreement for more complete information.

General

The Plan is a non-contributory defined benefit pension plan, which covers substantially all employees of Henny Penny Corporation (the Company or Employer) who have met certain service requirements. Effective December 31, 2007, the Plan was amended to close the Plan to new participants and the benefits for participants with less than 10 years of vesting services were frozen. Participants who had 10 or more years of vesting service as of December 31, 2007 continue to accrue pension benefits. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Benefits

The Plan provides for pension and death benefits to employees who have reached age 21 and completed 1,000 hours of service in either the year beginning on their date of hire or any following Plan year. The normal retirement age is 65, but participants can retire as early as age 55, if certain requirements are met. Monthly retirement benefits are based on a participant's average monthly compensation and years of service. Average monthly compensation is defined as the average of the participant's rate of monthly wages on December 31 for the three years which yield the highest compensation. Participants in the Plan are vested 100 percent in their accrued benefits after five years of service. Employees may elect to receive the value of their accumulated Plan benefits as a lump-sum distribution upon retirement or termination, or they may elect to receive their benefits as a life annuity payable monthly from retirement in accordance with ERISA.

Death Benefits

If a participant dies prior to his or her Benefit Commencement Date, as defined, the surviving spouse, or if none, the designated beneficiary, shall be eligible to receive 100% of the accrued benefit due to the participant at the participant's date of death.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) in accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Actual results could differ from these 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 paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recognized on the ex-dividend date, and interest is recognized on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year. Capital gain distributions are included in interest and dividend income.

Administrative Expenses

The administrative expenses of the Plan are paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits are based upon benefit levels as provided by the Plan provisions. Benefits payable under all circumstances are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Mercer and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The computation of the actuarial present value of accumulated plan benefits was made as of January 1, 2013. Had the valuation been performed as of December 31, 2012, there would be no material differences.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Assumptions

The actuarial assumptions were used in valuing the liabilities and benefits under the Plan for purposes of determining the actuarial present value of accumulated plan benefits and are as follows:

Actuarial Cost Method -	Traditional Unit Credit
Interest Rate -	7%
Mortality -	RP-2000 Projected to 2020 Blue Collar Mortality Table for Males and Females.
Withdrawal -	10% of the SOA 2003 Pension Plan Turnover Study for Small Plans Table
Salary -	4.25% per year increase to normal retirement date
Consumer Price Index -	2.5% per year compounded annually
Expenses -	Administrative expenses will be paid by the Company.
Percentage Married -	80% of males and females are considered married
Retirement Age -	Retirements were assumed to occur in accordance with the following rates:

<u>Attained Age</u>	<u>Rate</u>
55 – 59	3%
60 – 61	10%
62	15%
63 – 64	10%
65 – Above	100%

Subsequent Events

Subsequent events have been evaluated through July 18, 2014, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The fair value of the individual investments that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Federated Prime Value Obligations Fund	**	\$ 2,422,913
Morgan Stanley Liquid Asset Fund	**	2,879,437

**Investment did not represent 5% of the Plan's net assets available for benefits.

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) changed in value by \$2,156,457 and \$1,641,396, respectively, as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ (192,985)	\$ 130,539
Common and preferred stocks	2,477,878	1,381,070
Government bonds	(174,015)	29,342
Mortgage-backed securities	(44,844)	7,790
Hedge fund	29,544	260,430
Limited partnership interests	<u>60,879</u>	<u>(167,775)</u>
Net appreciation	<u>\$ 2,156,457</u>	<u>\$ 1,641,396</u>

NOTE 4 - FUNDING POLICY

The policy of Henny Penny Corporation (the Company), sponsor of the Plan, is to make contributions such that all employees' benefits will be fully provided for by the time they retire. The Company's contributions for 2013 and 2012 of \$3,100,000 and \$2,200,000, respectively, exceed the minimum funding requirements of ERISA.

Although it has not expressed any intention 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 provisions set forth in ERISA.

NOTE 5 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated March 17, 2010, that the Plan and the related trust were designed in accordance with applicable regulations of the Internal Revenue Code (IRC). The Plan administrator and the Plan's tax counsel believe that the Plan is being operated in compliance with the applicable requirements of the IRC. Subsequent to December 31, 2013, the Company received an updated letter from the Internal Revenue Service dated June 27, 2014 informing the Company that the Plan and related trust were designed in accordance with applicable regulations of the IRC.

The Plan administrator evaluated the Plan's tax positions and concluded that there are no uncertain tax positions that require recognition or disclosure in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by tax authorities for years before 2010.

NOTE 6 - PLAN TERMINATION

The Company intends to continue the Plan indefinitely but reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, the net assets of the Plan would be allocated and distributed to Plan participants based on guidelines prescribed by ERISA and its related regulations, and as specified in the Plan agreement. Certain benefits under the Plan are guaranteed by the Pension Benefit Guaranty Corporation (PBGC) if the Plan is terminated. The priority of benefit payments will be determined by the Plan document and ERISA.

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

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

NOTE 7 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities 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 such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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

NOTE 8 - RELATED-PARTY TRANSACTIONS

Certain Plan investments are managed by Fifth Third Bank and Morgan Stanley. Fifth Third Bank and Morgan Stanley are the custodians of the Plan as defined in the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Fees paid for investment advisory and management services rendered by parties-in-interest during the years ended December 31, 2013 and 2012 totaled \$269,836 and \$253,570, respectively.

NOTE 9 - FAIR VALUE MEASUREMENTS

The Plan has determined the fair value of certain assets through application of accounting guidance that establishes a framework for measuring fair values. 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are described below:

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

Level 2 Inputs to the valuation methodology include:

- 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 and 2012.

Money Market Funds: Valued at the net asset value ("NAV") of the underlying assets.

Mutual Funds, Common and Preferred Stocks: Valued at the closing price reported on the active market on which they are traded.

Government Bonds and Mortgage-backed Securities: Valued on the basis of evaluated prices provided by independent pricing services when such prices are believed to reflect the fair market value of such securities. Such prices may be determined by taking into account benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data.

Hedge Fund and Limited Partnership Interests: Valued at NAV per unit or its equivalent of the Plan's ownership interest.

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31.

	<i>Fair Value Measurements Using</i>		
	<i>Quoted Prices in Active Markets for Identical Assets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>
<i>December 31, 2013</i>			
Money market funds	\$ -	\$ 1,709,970	\$ -
Common and preferred stocks:			
Information Technology	2,393,221		
Consumer Discretionary	2,067,901		
Industrials	1,676,515		
Energy	1,725,758		
Materials	914,170		
Financials	2,270,079		
Healthcare	1,649,096		
Consumer Staples	1,251,099		
Telecom	706,066		
Utilities	507,324		
Other	324,861		
Total common and preferred stocks	15,486,090	-	-
Mutual funds:			
Balanced funds	2,176,921		
Government bonds		1,763,940	
Mortgage-backed securities		746,779	
Hedge fund			1,163,295
Limited partnership interests			722,743
Total investments at fair value	\$ 17,663,011	\$ 4,220,689	\$ 1,886,038

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

	<i>Fair Value Measurements Using</i>		
	<i>Quoted Prices in Active Markets for Identical Assets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>
<u>December 31, 2012</u>			
Money market funds	\$ -	\$ 5,302,350	\$ -
Common and preferred stocks:			
Information Technology	676,763		
Consumer Discretionary	952,627		
Industrials	919,579		
Energy	1,148,073		
Materials	739,290		
Financials	1,238,538		
Healthcare	775,206		
Consumer Staples	908,445		
Telecom	822,679		
Utilities	418,810		
Other	970,899		
Total common and preferred stocks	<u>9,570,909</u>	<u>-</u>	<u>-</u>
Mutual funds:			
Balanced funds	<u>2,052,103</u>		
Government bonds		1,491,852	
Mortgage-backed securities		1,005,439	
Hedge fund			1,021,832
Limited partnership interests			740,092
Total investments at fair value	<u>\$ 11,623,012</u>	<u>\$ 7,799,641</u>	<u>\$ 1,761,924</u>

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

	<i>Limited Partner- ship Interests</i>	<i>Hedge Fund</i>
Balance, January 1, 2012	\$ 829,546	\$ 853,046
Unrealized gain (loss) relating to instruments still held at December 31, 2012	(89,454)	151,243
Purchases	-	17,543
Balance, December 31, 2012	\$ 740,092	\$ 1,021,832
Unrealized gain (loss) relating to instruments still held at December 31, 2013	(17,403)	29,544
Purchases	364,000	111,919
Sales	(363,946)	-
Balance, December 31, 2013	\$ 722,743	\$ 1,163,295

The table below discloses the fair value and redemption frequency for those assets that have redemption restrictions and whose fair value is estimated using the NAV per unit as of December 31, 2013:

<i>Investment</i>	<i>Fair Value</i>		<i>Redemption Frequency</i>	<i>Notice Period</i>
	<i>2013</i>	<i>2012</i>		
Limited partnership interests (a)	\$ 722,743	\$ 740,092	Daily	3 days
Hedge fund (b)	1,163,295	1,021,832	Quarterly	36 days

- (a) This limited partnership interest includes investments in futures contracts, options, swaps and forward contracts. The fair value of the investment has been estimated using NAV per unit of the investment. Investments in this category can be redeemed daily at the current NAV per unit.
- (b) This category invests in hedge funds that employ a variety of alternative investment strategies. The fair value of the investment has been estimated using NAV per unit of the investment.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
MONEY MARKET FUNDS				
	Federated Prime Value Obligations Fund	1,127,545 shares	\$ 1,127,545	\$ 1,127,545
*	Morgan Stanley Liquid Asset Fund	582,425 shares	582,425	582,425
	Total Money Market Funds		<u>1,709,970</u>	<u>1,709,970</u>
MUTUAL FUNDS				
	Allianz Global Investors Fixed Income Shares FD Series M	80,915 shares	820,171	856,080
	Allianz Global Investors Fixed Income Shares FD Series C	72,720 shares	974,049	886,457
	Allianz Global Investors Fixed Income Shares FD Series R	43,395 shares	465,968	434,384
	Total Mutual Funds		<u>2,260,188</u>	<u>2,176,921</u>
MORTGAGE-BACKED SECURITIES				
	FNMA PL# 190391Coupon 6.00% Mature 09/01/2038(HU490)	43,000 par value	4,334	4,489
	FNMA PL# 745580Coupon 5.00% Mature 06/01/2036(CY28G)	25,000 par value	3,458	3,466
	FNMA PL# 889579Coupon 6.00% Mature 05/01/2038(HT612)	259,000 par value	26,140	27,254
	FNMA PL# AB1389Coupon 4.50% Mature 08/01/2040(B40N6)	142,000 par value	43,490	45,356
	FNMA PL# AB4115Coupon 4.00% Mature 12/01/2041(A2V9W)	160,000 par value	82,728	80,607
	FNMA PL# AB5472Coupon 3.50% Mature 06/01/2042(A57J4)	50,000 par value	37,194	35,235
	FNMA PL# AB7079Coupon 3.00% Mature 11/01/2042(A03VX)	105,000 par value	105,020	94,698
	FNMA PL# AH5583Coupon 4.50% Mature 02/01/2041(B67YY)	99,000 par value	49,542	52,108
	FNMA PL# AK9445Coupon 4.00% Mature 03/01/2042(A75RW)	5,000 par value	3,482	3,372
	FNMA PL# AL0527Coupon 5.00% Mature 02/01/2038(C138X)	85,000 par value	29,288	29,334
	FNMA PL# AL1700Coupon 4.00% Mature 09/01/2041(A85E2)	3,000 par value	2,018	1,941
	FNMA PL# AL1948Coupon 4.00% Mature 01/01/2042(B83YE)	126,000 par value	114,644	108,179
	FNMA PL# AL3424Coupon 4.00% Mature 01/01/2043(C53X6)	9,000 par value	8,224	8,202
	FNMA PL# AO2961Coupon 4.00% Mature 05/01/2042(CXM50)	17,000 par value	12,960	12,543
	FNMA PL# AP0495Coupon 3.50% Mature 08/01/2042(C23DS)	113,000 par value	110,656	102,600
	FNMA PL# AP1206Coupon 3.00% Mature 02/01/2043(CWG14)	6,000 par value	5,843	5,580
	FNMA PL# AQ7081Coupon 3.50% Mature 12/01/2042(C53X9)	5,000 par value	4,645	4,622
	FNMA PL# AQ9330Coupon 3.50% Mature 01/01/2043(A69Z7)	1,000 par value	947	896
	FNMA PL# AR2583Coupon 3.50% Mature 02/01/2043(BEH19)	5,000 par value	4,979	4,696
	FNMA PL# AR3315Coupon 3.50% Mature 02/01/2043(C2JS9)	10,000 par value	9,654	9,503
	FNMA PL# AR5265Coupon 3.00% Mature 02/01/2043(B15EK)	1,000 par value	1,000	923
	FNMA PL# AR5858Coupon 3.00% Mature 02/01/2043(CSU54)	1,000 par value	926	908
	FNMA PL# AR9902Coupon 3.50% Mature 04/01/2043(A6ZC6)	1,000 par value	989	972
	FNMA PL# AS0203Coupon 3.00% Mature 08/01/2043(A6S9C)	5,000 par value	4,701	4,669
	FNMA PL# AS0415Coupon 4.00% Mature 09/01/2043(C06BZ)	8,000 par value	8,144	8,073
	FNMA PL# AT0181Coupon 3.00% Mature 03/01/2043(A6B8T)	7,000 par value	6,497	6,456
	FNMA PL# AT5675Coupon 3.50% Mature 06/01/2043(CXL73)	11,000 par value	11,185	10,690
	FNMA PL# AT6306Coupon 4.00% Mature 06/01/2043(A6B8W)	11,000 par value	11,262	11,211
	FNMA PL# AU2933Coupon 3.50% Mature 09/01/2043(CX0G7)	5,000 par value	4,928	4,933
	FNMA PL# AU3751Coupon 4.00% Mature 08/01/2043(DQ05B)	10,000 par value	10,246	10,070
	FNMA PL# AU7305Coupon 4.00% Mature 08/01/2043(AJ7V4)	10,000 par value	10,264	10,240
	FNMA PL# MB0221Coupon 4.00% Mature 01/01/2043(A6B79)	1,000 par value	1,021	1,016

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Fair Value
	FHLMC 30 Yr Gold A97047Coupon 4.50% Mature 02/01/2041(B67YZ)	45,000 par value	20,762	21,858
	FHLMC 30 Yr Gold G08323Coupon 5.00% Mature 02/01/2039(A9N6J)	13,000 par value	2,402	2,390
	FHLMC 30 Yr Gold Q16644Coupon 3.50% Mature 03/01/2043(C06A6)	7,000 par value	6,696	6,695
	FHLMC 30 Yr Gold Q17639Coupon 3.00% Mature	7,000 par value	6,385	6,397
	FHLMC 30 Yr Gold Q17665Coupon 3.00% Mature	5,000 par value	4,621	4,597
	Total Mortgage and Asset Backed Securities		<u>771,275</u>	<u>746,779</u>
GOVERNMENT BONDS				
	US Treasury Bond-Inflation Indexed Coupon 0.63% Mature 02/15/2043	59,000 par value	60,594	46,087
	US Treasury Bond-Inflation Indexed Coupon 2.38% Mature 01/15/2025	61,000 par value	89,886	86,881
	US Treasury Bond-Inflation Indexed Coupon 2.50% Mature 01/15/2029	89,000 par value	139,618	113,779
	US Treasury Bond-Inflation Indexed Coupon 3.88% Mature 04/15/2029	49,000 par value	93,076	95,409
	US Treasury Note Coupon 0.75% Mature 10/31/2017	311,000 par value	310,780	305,365
	US Treasury Note Coupon 1.13% Mature 12/31/2019	192,000 par value	189,104	181,334
	US Treasury Note Coupon 2.00% Mature 02/15/2023	133,000 par value	132,206	123,379
	US Treasury Note Coupon 2.00% Mature 11/15/2021	147,000 par value	148,684	140,304
	US Treasury Note-Inflation Indexed Coupon 0.13% Mature 07/15/2022	284,000 par value	311,348	276,304
	US Treasury Note-Inflation Indexed Coupon 0.63% Mature 07/15/2021	301,000 par value	339,690	316,630
	US Treasury Note-Inflation Indexed Coupon 1.88% Mature 07/15/2015	62,000 par value	81,935	78,468
	Total Government Bonds		<u>1,896,921</u>	<u>1,763,940</u>
COMMON AND PREFERRED STOCKS				
	3M Company	359 shares	32,572	50,350
	Aaron's Incorporated	686 shares	15,202	20,168
	Abbott Laboratories	3,010 shares	96,160	115,373
	Abbvie Inc Com	1,563 shares	54,964	82,542
	Accenture Plc Ireland Cl A	1,317 shares	92,546	108,284
	Ace Ltd	300 shares	18,939	31,059
	Acuity Brands Inc	341 shares	15,320	37,278
	Adidas-Salomon Ag Spons Aadr	897 shares	35,117	57,614
	Affiliated Mgrs Group Inc	273 shares	19,060	59,208
	AIA Group Ltd Spon Aadr	2,828 shares	43,840	56,984
	Airgas Inc	159 shares	14,295	17,784
	Akbank Turk Anonim Sirketi Aadr	5,772 shares	50,262	36,075
	Allergan Inc	880 shares	87,708	97,750
	Altria Group Inc	2,000 shares	60,877	76,780
	Amadeus IT Hldg Sa Unspn Aadr	616 shares	20,255	26,334
	Ambev S A Sponsored Aadr	5,655 shares	36,409	41,564
	AMC Networks Inc Cl A	240 shares	12,553	16,346
	American Electric Power Co	379 shares	14,775	17,714
	American Express Co	440 shares	20,927	39,921
	American Tower Reit Com	165 shares	13,000	13,170
	Ametek Inc New	343 shares	5,614	18,066
	Anadarko Petroleum Corporation	1,079 shares	83,081	85,586
	Anheuser Busch Inbev Sa Spon	342 shares	34,604	36,409
	Ansys Inc	426 shares	20,762	37,147

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Antofagosta Hldgs Plc Sp Adr	428 shares	16,083	11,719
	Apple Inc	108 shares	55,970	60,590
	Aptargroup Inc	446 shares	18,640	30,243
	Arm Holdings Plc Ads	410 shares	3,624	22,440
	Asml Holding Nv Ny Reg New	375 shares	28,009	35,138
	Assa Abloy Ab Unsp Adr	1,496 shares	19,923	39,569
	Astrazeneca Plc Ads	1,130 shares	54,168	67,088
	AT&T Inc	3,405 shares	104,944	119,720
	Autodesk Inc Delaware	1,280 shares	47,120	64,408
	Automatic Data Processing Inc	574 shares	42,072	46,379
	Baidu Inc Ads	570 shares	57,543	101,392
	Baker Hughes Inc	369 shares	21,036	20,391
	Banco Bilbao Viz Arg Sa Ads	2,342 shares	25,923	29,017
	Banco Do Brasil Sa Spon Adr	6,801 shares	100,405	70,615
	Banco Macro S.A. Spons Adr	1,394 shares	44,387	33,832
	BCE Inc (New)	448 shares	19,096	19,394
	BHP Billiton Ltd	1,124 shares	89,228	76,657
	Bidvest Group Ltd Spons Adr	857 shares	39,952	44,170
	Bio Rad Lab A	279 shares	27,174	34,487
	Biogen Idec Inc	255 shares	37,226	71,291
	Blackbaud Inc	706 shares	16,526	26,581
	BP Plc Ads	1,374 shares	58,993	66,790
	Bristol Myers Squibb Co	2,070 shares	61,151	110,021
	Broadcom Corp Cl A	1,875 shares	61,312	55,584
	Burberry Group Plc Spons Adr	758 shares	32,834	38,317
	Cablevision Systems Corp	3,150 shares	46,939	56,480
	Canadian Natl Railway Co	848 shares	24,677	48,353
	Carlisle Co Inc	436 shares	17,574	34,618
	Carmax Inc	438 shares	9,690	20,595
	Carnival CP New Paired Com	920 shares	29,598	36,956
	Carpenter Technology	191 shares	9,637	11,880
	Celanese Corp Series A Com Stk	327 shares	13,601	18,086
	Cemex Sab De Cv	1,553 shares	17,579	18,372
	Chevron Corp	884 shares	86,823	110,420
	China Construction Bank Corp	5,330 shares	82,117	80,909
	China Mobile Ltd	1,863 shares	97,204	97,416
	Chubb Corp	591 shares	36,959	57,108
	Church & Dwight Co Inc	364 shares	13,462	24,126
	Cielo SA Sponsored Adr New	2,513 shares	49,302	70,364
	Cimarex Energy Co	125 shares	12,392	13,114
	Citigroup Inc New	810 shares	39,001	42,209
	Citrix Systems Inc	600 shares	40,158	37,950
	City National Corp	413 shares	20,678	32,718
	Clarcor Inc	464 shares	21,402	29,858
	Clicks Group Ltd Spons Adr	3,285 shares	41,222	39,745
	Cliffs Natural Resources Inc	625 shares	15,331	16,381
	Cnooc Ltd Ads	210 shares	40,555	39,409

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Coca Cola Co	1,498 shares	49,715	61,882
	Columbia Sportswear Co	207 shares	9,753	16,301
	Comcast Corp Cl A Special New	4,336 shares	151,734	216,280
	Commercial Intl Bnk Ltd Sp Adr	7,177 shares	23,528	32,297
	Compass Group Plc Spon Adr New	2,513 shares	30,620	40,532
	Conocophillips	1,632 shares	83,875	115,301
	Consol Energy Inc	428 shares	17,706	16,281
	Continental Resources Inc	173 shares	12,954	19,466
	Copart Inc	533 shares	10,181	19,534
	Covidien Plc	475 shares	26,224	32,348
	Cree Research Inc	1,165 shares	37,415	72,836
	Cullen Frost Bankers Inc	198 shares	11,668	14,737
	Dassault Systems SA Ads	203 shares	14,216	25,233
	Deere & Co	662 shares	59,373	60,460
	Dentsply International Inc	918 shares	31,463	44,505
	Deutsche Bk Ag Reg Shs	616 shares	27,912	29,716
	Diageo Plc Spon Adr New	572 shares	46,859	75,744
	Directv Com	495 shares	25,589	34,185
	Dolby Cla A Com Stk	1,325 shares	39,975	51,092
	Dominion Res Inc (New)	1,577 shares	75,748	102,016
	Domtar Corporation New	181 shares	15,671	17,076
	Donaldson Co Inc	443 shares	16,351	19,253
	Dow Chemical Co	579 shares	20,230	25,708
	Drill-Quip Inc	135 shares	8,531	14,841
	Du Pont Ei De Nemours & Co	1,240 shares	63,043	80,563
	Duke Energy Corp New	1,225 shares	80,748	84,537
	Eastman Chemical Company	204 shares	15,762	16,463
	Ebay Inc	1,423 shares	74,826	78,073
	Eli Lilly & Co	310 shares	12,914	15,810
	Embraer S A Adr	917 shares	19,624	29,509
	Enbridge Inc	1,053 shares	31,731	45,995
	Eog Resources Inc	48 shares	7,540	8,056
	Equifax Inc	462 shares	15,169	31,920
	Experian Gp Ltd Adr	1,327 shares	23,809	24,457
	Exxon Mobil Corp	1,007 shares	80,231	101,908
	Facebook Inc Cl-A	778 shares	28,357	42,517
	Factset Research Systems Inc	640 shares	54,332	69,491
	Fair Isaac & Co Inc	589 shares	13,661	37,013
	Fanuc Corporation Unsp Adr	1,518 shares	25,752	46,618
	Fastenal Co	544 shares	27,571	25,845
	Fifth 3rd Bancorp Ohio	1,948 shares	30,932	40,966
	Flir Systems Inc	647 shares	16,294	19,475
	Fluor Corp New	710 shares	43,184	57,006
	Forest Cy Enterprise A	961 shares	10,222	18,355
	Forest Laboratories Inc	1,660 shares	61,354	99,650
	Foster Wheeler Ag Com	624 shares	19,118	20,593
	Freeport Mcmoran Cp&Gld	1,328 shares	50,133	50,119

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Fresenius Medical Care Ag&Co KGAA	1,273 shares	34,287	45,293
	Gartner Inc	1,062 shares	61,102	75,455
	Gazprom O A O Spon Adr	7,136 shares	66,177	61,726
	General Electric Co	4,234 shares	88,426	118,679
	General Mills Inc	566 shares	20,698	28,249
	Gentex Corp	873 shares	19,921	28,792
	Glaxosmithkline Plc Ads	1,062 shares	48,786	56,700
	Glencore Xstrata Plc Adr	1,935 shares	18,527	20,163
	Globe Specialty Metals Inc Com	451 shares	7,712	8,123
	Google Inc-CI A	125 shares	92,784	140,090
	Graco Inc	298 shares	9,155	23,280
	Grupo Televisa S.A.Global Dep	1,186 shares	24,915	35,888
	Halliburton Co	659 shares	30,854	33,444
	HCC Insurance Hldgs Inc	959 shares	27,750	44,248
	HCP Incorporated	463 shares	19,568	16,816
	Health Care Reit Inc	547 shares	32,459	29,303
	Hennes & Mauritz	4,452 shares	27,077	40,780
	Henry Schein Inc	370 shares	20,361	42,276
	Hollyfrontier Corp Com	122 shares	6,066	6,062
	Home Depot Inc	783 shares	32,596	64,472
	Honeywell International Inc	474 shares	29,615	43,309
	Hong Kong Exchanges & Clearing Ltd	1,354 shares	24,086	22,598
	HSBC Holdings Plc Spon Adr New	631 shares	30,229	34,787
	Huntsman Corp	831 shares	11,339	20,443
	Idex Corporation Delaware	510 shares	15,201	37,664
	Idexx Labs Inc	168 shares	15,249	17,870
	Immunogen Inc	1,244 shares	18,121	18,249
	Imperial Hldgs Ltd Adr	1,998 shares	45,174	38,661
	Industrial & Coml Bk China Ltd Adr	1,641 shares	25,235	22,285
	ING Groep NV Adr	3,711 shares	39,600	51,991
	Intel Corp	1,230 shares	26,353	31,925
	International Paper Co	562 shares	26,954	27,555
	Intesa Sanpaolo S.P.A. Adr	1,974 shares	27,464	29,511
	Intl Business Machines Corp	305 shares	50,506	57,209
	Isis Pharm Inc	1,025 shares	11,879	40,836
	Itau Unibanco Multiple Adr	1,586 shares	26,950	21,522
	Jack Henry & Assoc Inc	420 shares	8,886	24,868
	Jacobs Engineering Group Inc	232 shares	9,324	14,614
	JB Hunt Trans Services Inc	308 shares	13,326	23,808
	Johnson & Johnson	1,174 shares	78,443	107,527
	Johnson Controls Incorporated	551 shares	21,650	28,266
	JPMorgan Chase & Co	2,153 shares	97,201	125,907
	Julius Baer Group Ltd Un Adr	2,404 shares	23,087	23,199
	KB Financial Grp Inc Sons Adr	1,516 shares	55,240	61,413
	KBR Inc	526 shares	16,137	16,774
	Kimberly Clark Corp	768 shares	55,494	80,225
	Kimberly Clark Spon Adr	4,262 shares	37,043	60,606

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Kinder Morgan Incorp	669 shares	25,274	24,084
	Kingfisher Plc Spons Adr New	4,821 shares	39,036	61,902
	Kirby Corporation	417 shares	16,539	41,387
	KOC Hldg As Unspn Adr	2,424 shares	44,907	49,959
	Kodiak Oil & Gas Corp	1,523 shares	18,133	17,073
	Komatsu Ltd Spon Adr New	1,152 shares	25,783	23,708
	Kone Oyj Adr	1,008 shares	21,879	22,781
	Kraft Foods Group Inc Com	1,312 shares	64,702	70,730
	Kubota Corporation Adr	415 shares	31,558	34,694
	L-3 Communications Holding Inc	635 shares	49,284	67,856
	Las Vegas Sands Corporation	536 shares	23,987	42,274
	Liberty Interactive Co Inter A	1,185 shares	24,715	34,780
	Liberty Media Corp Ser A	205 shares	22,276	29,990
	LKQ Corporation	1,824 shares	31,107	60,010
	Lorillard Inc	1,753 shares	58,609	88,842
	Lululemon Athletica Inc	586 shares	40,437	34,592
	LVMH Moet Hennessy Louis Vuitton SA	1,816 shares	46,358	66,465
	Lyondellbasell Industries NV Cl-A	336 shares	13,039	26,974
	Marathon Oil Co	791 shares	20,957	27,922
	Marathon Petroleum Corp	397 shares	16,204	36,417
	Markel Corp (Holding Co)	120 shares	45,290	69,642
	Mastercard Inc Cl A	44 shares	27,533	36,760
	Mc Donalds Corp	1,116 shares	90,297	108,285
	Meadwestvaco Corp	918 shares	22,941	33,902
	Mercadolibre Inc	218 shares	15,736	23,498
	Merck & Co Inc New Com	2,805 shares	109,530	140,390
	Methanex Corporation	274 shares	16,308	16,232
	Metlife Incorporated	365 shares	17,526	19,681
	Mettler Toledo International Inc	73 shares	7,856	17,709
	Michelin Compagnie Generale DE	1,875 shares	30,212	40,031
	Microsoft Corp	1,116 shares	31,156	41,750
	Mitsubishi UFJ Fincl Grp Inc Ads	6,918 shares	39,048	46,212
	Mobile Telesystems OJSC	3,298 shares	63,767	71,336
	Mondelez Intl Inc Com	1,077 shares	33,878	38,018
	Morningstar Inc Common	703 shares	37,274	54,897
	Motorola Solutions Inc	436 shares	26,743	29,430
	National Oilwell Varco Inc	706 shares	41,949	56,148
	National Grid Transco Plc Ads	1,041 shares	51,935	67,998
	Nedbank Grp Ltd Spon Adr	2,196 shares	38,164	44,074
	Nestle Spon Adr Rep Reg Shr	679 shares	34,791	49,968
	Netease.Com Inc Ads	738 shares	32,415	58,007
	Newfield Exploration Co	429 shares	15,914	10,566
	Newmont Mining Corp (New)	566 shares	24,713	13,035
	Nextera Energy Inc Com	687 shares	39,066	58,821
	Nike Inc B	1,227 shares	66,196	96,491
	Nokia Cp Adr	1,447 shares	11,702	11,735
	Northeast Utilities	672 shares	22,814	28,486

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Northern Oil And Gas Inc	1,073 shares	17,437	16,170
	Northrop Grumman Cp(Hldg Co)	407 shares	26,002	46,646
	Novartis Ag Adr	596 shares	32,959	47,906
	Novo Nordisk A/S Adr	364 shares	30,241	67,253
	Nucor Corporation	1,023 shares	46,465	54,608
	Oasis Petroleum Inc	334 shares	16,105	15,688
	Occidental Petroleum Corp De	546 shares	52,061	51,925
	Ocean Rig Udw Inc	661 shares	11,195	12,724
	Oceaneering Intl Inc	280 shares	8,026	22,086
	Oil Co Lukoil Spn Adr	496 shares	28,010	31,308
	Oracle Corp	2,576 shares	87,634	98,558
	Orascom Construction Industries Company Spon	894 shares	40,218	33,078
	O'Reilly Automotive Inc New	110 shares	6,836	14,158
	Oriflame Cosmetics Sa Spon Adr	2,280 shares	60,804	35,249
	Pacific Rubiales Energy Co New	2,750 shares	55,400	47,465
	Pall Corporation	768 shares	45,860	65,549
	Peabody Energy Corp	657 shares	12,185	12,831
	Pearson Plc Sp Adr	1,371 shares	25,815	30,710
	Pentair Ltd	395 shares	20,123	30,680
	Pepsico Inc Nc	222 shares	15,166	18,413
	Pfizer Inc	1,986 shares	41,978	60,831
	Philip Morris Intl Inc	1,226 shares	81,980	106,821
	Philippine Long Distance Telephone Company Spn Adr	788 shares	44,807	47,343
	Phillips 66 Com	252 shares	7,252	19,437
	PPC Limited Unspn Adr	3,444 shares	28,162	20,423
	PPL Corporation	1,352 shares	38,785	40,682
	Praxair Inc	356 shares	33,529	46,291
	Procter & Gamble Company	988 shares	65,086	80,433
	Prudential Financial Inc	781 shares	50,518	72,024
	PT Astra International Tbk Adr	2,370 shares	30,210	26,426
	PT Bk Mandiri Persero Tbk Unsp	8,683 shares	68,406	56,092
	Pt Semen Gresik Persero Adr	893 shares	21,186	20,941
	PT Telekomunikasi Indonesia	1,399 shares	51,205	50,154
	PT United Tractors Adr	854 shares	41,221	26,952
	PTT Exploration & Production Public Company Limited Spons Adr	2,364 shares	27,535	26,004
	Public Service Enterprise Gp	677 shares	21,983	21,691
	Publicis Groupe Sa Ads	3,322 shares	46,032	76,306
	Qualcomm Inc	1,389 shares	88,484	103,133
	Raytheon Co (New)	885 shares	46,463	80,270
	Realty Income Corp	512 shares	21,946	19,113
	Reckitt Benckiser Plc Spns Adr	3,048 shares	31,906	49,042
	Reynolds American Inc	1,282 shares	52,812	64,087
	Rio Tinto Plc Spon Adr	364 shares	18,268	20,541
	Roche Holdings Adr	685 shares	41,965	48,087
	Royal Dutch Shell Plc Cl B	922 shares	67,388	69,251
	Sabmiller Plc Spons Adr	728 shares	25,688	37,332
	Sally Beauty Hldgs Inc	1,445 shares	20,350	43,682

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Sandisk Corp	865 shares	39,833	61,017
	Sandridge Energy Inc	2,780 shares	15,268	16,875
	Sanlam Ltd Adr	1,540 shares	25,936	39,116
	SAP Ag	318 shares	18,150	27,711
	Sberbank Russia Sponsored Adr	5,914 shares	72,990	74,339
	Schlumberger Ltd	988 shares	73,822	89,029
	Seagate Technology Plc	1,555 shares	51,090	87,329
	SEI Investments Co	869 shares	16,709	30,180
	Sempra Energy	348 shares	19,223	31,236
	Senior Hsg Ppty Tr Sbi	1,036 shares	26,633	23,030
	Shinhan Financial Group Co Ltd	1,536 shares	61,494	70,195
	Shoprite Hldgs Ltd Sponsored A	2,056 shares	27,879	32,382
	Silver Standard Resources Inc	1,509 shares	13,351	10,503
	Silver Wheaton Corp	898 shares	23,985	18,131
	SINA Corporation	170 shares	10,114	14,323
	Solera Holdings Inc	288 shares	15,087	20,379
	Southern Co	1,317 shares	59,340	54,142
	Southern Copper Corp	998 shares	30,450	28,653
	Standard Bank Group Ltd Spon	2,562 shares	34,072	31,974
	Starbucks Corp Washington	1,140 shares	64,059	89,365
	Starz Series A	205 shares	2,561	5,994
	Steel Dynamics Inc	627 shares	10,023	12,252
	Sumitomo Mitsui Tr Hldgs Inc	7,334 shares	37,152	38,797
	Suntrust Bks Inc	1,329 shares	38,646	48,920
	Swatch Group Ag Adr The Unspn	891 shares	17,295	29,581
	Syngenta Ag Adr	438 shares	33,395	35,014
	T Rowe Price Group Inc	1,204 shares	82,353	100,859
	Taiwan Semiconductor Manufacturing Company Ltd Adr	5,688 shares	80,608	99,199
	Tata Motors Ltd	753 shares	18,493	23,192
	TE Connectivity Ltd New	1,380 shares	51,640	76,052
	Teck Resources Ltd	772 shares	26,520	20,080
	Tencent Hldgs Ltd Unspn Adr	573 shares	14,998	36,913
	Tesoro Petroleum Cp	104 shares	6,077	6,084
	The Adt Corporation Com	575 shares	25,397	23,270
	Tidewater Inc	279 shares	16,900	16,536
	Tiger Brands Ltd Spon Adr New	1,042 shares	28,442	26,738
	TJX Cos Inc New	484 shares	30,132	30,845
	The Toronto-Dominion Bk New	381 shares	31,624	35,905
	Total S A Spon Adr	2,084 shares	112,227	127,687
	Toyota Motor Cp Adr New	486 shares	41,820	59,253
	Transdigm Group Inc	123 shares	12,817	19,805
	Travelers Companies Inc Com	973 shares	57,710	88,095
	Trinity Ind Delaware	285 shares	14,857	15,538
	Turkcell Iletism Hizmetleri As New	2,667 shares	36,930	35,604
	Tyco International Ltd New	1,375 shares	42,170	56,430
	U S Bancorp Com New	1,314 shares	36,914	53,086
	Umpqua Holdings Corp	1,343 shares	17,558	25,705

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Unilever NV NY Sh New	1,081 shares	33,716	43,489
	Unilever Plc (New) Ads	413 shares	13,859	17,016
	United Parcel Service Inc Cl-B	394 shares	33,697	41,402
	United States Steel Cp (New)	346 shares	6,337	10,207
	United Technologies Corp	758 shares	62,621	86,260
	Unitedhealth Gp Inc	1,425 shares	73,844	107,303
	US Silica Hldgs Inc	634 shares	15,228	21,626
	V F Corporation	1,072 shares	26,154	66,828
	Vale S.A	1,020 shares	17,171	15,555
	Vale S.A. Sp	2,332 shares	58,209	32,671
	Varian Medical Systems Inc	275 shares	14,737	21,365
	Ventas Inc	271 shares	17,260	15,523
	Verizon Communications Inc	3,311 shares	124,772	162,703
	Vertex Pharmaceuticals Incorporated	520 shares	25,141	38,636
	Visa Inc Cl A	528 shares	89,400	117,575
	Vodacom Group Limited	2,096 shares	27,916	26,724
	Vodafone Gp Plc Ads New	1,925 shares	54,311	75,672
	W W Grainger Inc	221 shares	50,734	56,448
	Wal Mart Stores Inc	523 shares	30,209	41,155
	Walter Energy Inc Com	825 shares	12,044	13,720
	Weatherford International Ltd	5,525 shares	64,464	85,582
	Weichai Pwr Co Ltd Unspn Adr	2,355 shares	43,916	38,245
	Wells Fargo & Co New	2,242 shares	74,868	101,787
	Westlake Chemical Corp	138 shares	15,176	16,846
	Wex Inc Com	175 shares	8,480	17,330
	Weyerhaeuser Co	1,471 shares	34,735	46,439
	Whiting Petroleum Corp	293 shares	14,592	18,128
	Williams Co Inc	733 shares	26,446	28,272
	Woolworths Hldgs Ltd	507 shares	29,045	35,906
	Wynn Macau Ltd Unspn Adr	1,551 shares	42,896	70,539
	Yandex N.V. A	950 shares	24,747	40,993
	YPF Sociedad Ads Rep 1 Cl-D Sh	2,478 shares	64,939	81,675
	Yum! Brands Inc	592 shares	39,970	44,761
	Total Common and Preferred Stocks		<u>12,210,290</u>	<u>15,486,090</u>
HEDGE FUND				
	Skybridge Multi Advisor Hedge	911 shares	<u>976,599</u>	<u>1,163,295</u>
LIMITED PARTNERSHIP INTERESTS				
	ACL ALT Fund Limited USD CL A	799,000 shares	<u>799,000</u>	<u>722,743</u>
	Total		<u><u>\$ 20,624,243</u></u>	<u><u>\$ 23,769,738</u></u>

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See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2013

<i>(a)</i> <i>Identity</i> <i>of Party</i> <i>Involved</i>	<i>(b)</i> <i>Description of Asset</i>	<i>(c)</i> <i>Purchase</i> <i>Price</i>	<i>(d)</i> <i>Selling</i> <i>Price</i>	<i>(g)</i> <i>Cost of</i> <i>Asset</i>	<i>(h)</i> <i>Current</i> <i>Value of</i> <i>Asset on</i> <i>Transaction</i> <i>Date</i>	<i>(i)</i> <i>Net</i> <i>Gain</i> <i>(Loss)</i>
Category (iii) - Series of Transactions in Excess of 5 Percent of the Plan Assets						
Fifth Third Bank	Federated Prime Value Obligations Fund	\$ 583,163	\$ 1,878,540	\$ 2,461,703	\$ 2,461,703	\$ -

There were no category (i), (ii) or (iv) transactions for the year.

There were no lease rental activities or expenses incurred with the Plan.
Therefore, columns (e) and (f) were eliminated for presentation purposes.

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	3.0%	10,000	300	16,500
56	3.0%	9,700	291	16,296
57	3.0%	9,409	282	16,089
58	3.0%	9,127	274	15,881
59	3.0%	8,853	266	15,670
60	10.0%	8,587	859	51,524
61	10.0%	7,729	773	47,144
62	15.0%	6,956	1,043	64,688
63	10.0%	5,912	591	37,248
64	10.0%	5,321	532	34,055
65	100.0%	4,789	4,789	311,287
Total			10,000	626,382
Average				62.64

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions****Benefits Included or Excluded**

Unless noted below, all benefits provided by the plan, as restated and amended through December 14, 2010, are included in this valuation.

- **Most recent plan amendments included:** The December 14, 2010 amendment.
- **Plan amendments excluded:** None
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Late retirement increases:**
 - *Active participants:* The plan applies late retirement actuarial increases for all participants who defer retirement beyond their normal retirement date and this valuation includes those increases.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: July 29, 1980, subsequently amended and restated Plan year: Calendar year
Status of the plan	The plan is frozen as of December 31, 2007 for those employees with less than 10 years of vesting service. The plan has ongoing benefit accruals for the employees with more than 10 years of vesting service as of December 31, 2007.
Significant events that occurred during the year	None
Definitions	
• Participation	An employee shall become eligible for participation on the first January 1 or July 1 following the completion of 1,000 hours of service during his first employment year or subsequent plan years and attainment of age 21. As of January 1, 2008, the plan is closed to new employees.
• Employee contributions	None required or permitted.
• Vesting service	Participants receive one year of vesting service for each plan year in which they work at least 1,000 hours. Service before age 18 will be excluded from the vesting service.
• Credited service	Participants receive one year of credited service for each plan year in which they work at least 1,000 hours as a covered employee.
• Pensionable earnings	Base compensation excluding overtime, commissions, and bonus payments payable as of the end of the plan year.
• Vesting of accrued benefits upon partial plan termination	Due to the partial plan termination December 31, 2007 the accrued benefits of employees with less than 10 years of vesting service were considered 100% vested. These employees will have no further benefit accruals after December 31, 2007.
• Average monthly compensation	Average monthly compensation shall be the average of the member's rate of monthly wages on January 1st (or June 29th before 1987) for the three consecutive years which yield the highest compensation. Average monthly compensation was frozen at December 31, 2007 for participants with less than ten years of vesting service at that date.
• Accrued benefit (after January 1, 1994)	The greater of : a) 1% of the member's average monthly compensation multiplied by the member's credited service and b) 1% of the member's average monthly earnings multiplied by the number of years of credited service, where average monthly earnings and credited service are determined as of December 31, 1993 For participants with less than 10 years of vesting service as of December 31, 2007, benefit accruals were frozen as of December 31, 2007.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Age 65
• Benefit	The accrued benefit determined as of normal retirement age.
Early retirement	
• Eligibility	Attainment of age 55 and the completion of 5 years of vesting service.
• Benefit	The benefit accrued to the date of early retirement reduced 1/180th for each of the first 60 months and 1/360th for each of the next 60 months, by which early retirement precedes normal retirement date.
Late retirement	
• Eligibility	After normal retirement age.
• Benefit	An amount determined as for Normal Retirement increased each year thereafter by the greater of an actuarial increase to the prior year's benefit or by the additional accrual earned.
Termination benefits	
• Eligibility	Five or more years of vesting service.
• Benefit	Accrued benefit as of the date of termination, payable at his normal retirement date. If elected early, benefit is reduced the same as under the Early retirement definition until age 55, then using actuarial equivalence as defined under Optional form conversion factors prior to age 55.
Pre-retirement death	
• Eligibility	Five or more years of vesting service.
• Benefit	Upon the death of a married member who is vested but has not yet reached his normal retirement date, his surviving spouse shall be entitled to a monthly benefit equal to the participant's accrued benefit as of the participant's Normal Retirement Date, or a reduced benefit at an earlier date.
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Joint and Survivor Annuity with 50% continued
• Optional forms	• 5 or 10 Year Certain and Continuous Annuity • Joint and Survivor Annuity with 50%, 75% or 100% continued • Estate Protection Option • Lump Sum
• Optional form conversion factors	• Mortality table- UP1984 • Set forward one year • Interest rate – 7.25%

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
MONEY MARKET FUNDS				
	Federated Prime Value Obligations Fund	1,127,545 shares	\$ 1,127,545	\$ 1,127,545
*	Morgan Stanley Liquid Asset Fund	582,425 shares	582,425	582,425
	Total Money Market Funds		<u>1,709,970</u>	<u>1,709,970</u>
MUTUAL FUNDS				
	Allianz Global Investors Fixed Income Shares FD Series M	80,915 shares	820,171	856,080
	Allianz Global Investors Fixed Income Shares FD Series C	72,720 shares	974,049	886,457
	Allianz Global Investors Fixed Income Shares FD Series R	43,395 shares	465,968	434,384
	Total Mutual Funds		<u>2,260,188</u>	<u>2,176,921</u>
MORTGAGE-BACKED SECURITIES				
	FNMA PL# 190391Coupon 6.00% Mature 09/01/2038(HU490)	43,000 par value	4,334	4,489
	FNMA PL# 745580Coupon 5.00% Mature 06/01/2036(CY28G)	25,000 par value	3,458	3,466
	FNMA PL# 889579Coupon 6.00% Mature 05/01/2038(HT612)	259,000 par value	26,140	27,254
	FNMA PL# AB1389Coupon 4.50% Mature 08/01/2040(B40N6)	142,000 par value	43,490	45,356
	FNMA PL# AB4115Coupon 4.00% Mature 12/01/2041(A2V9W)	160,000 par value	82,728	80,607
	FNMA PL# AB5472Coupon 3.50% Mature 06/01/2042(A57J4)	50,000 par value	37,194	35,235
	FNMA PL# AB7079Coupon 3.00% Mature 11/01/2042(A03VX)	105,000 par value	105,020	94,698
	FNMA PL# AH5583Coupon 4.50% Mature 02/01/2041(B67YY)	99,000 par value	49,542	52,108
	FNMA PL# AK9445Coupon 4.00% Mature 03/01/2042(A75RW)	5,000 par value	3,482	3,372
	FNMA PL# AL0527Coupon 5.00% Mature 02/01/2038(C138X)	85,000 par value	29,288	29,334
	FNMA PL# AL1700Coupon 4.00% Mature 09/01/2041(A85E2)	3,000 par value	2,018	1,941
	FNMA PL# AL1948Coupon 4.00% Mature 01/01/2042(B83YE)	126,000 par value	114,644	108,179
	FNMA PL# AL3424Coupon 4.00% Mature 01/01/2043(C53X6)	9,000 par value	8,224	8,202
	FNMA PL# AO2961Coupon 4.00% Mature 05/01/2042(CXM50)	17,000 par value	12,960	12,543
	FNMA PL# AP0495Coupon 3.50% Mature 08/01/2042(C23DS)	113,000 par value	110,656	102,600
	FNMA PL# AP1206Coupon 3.00% Mature 02/01/2043(CWG14)	6,000 par value	5,843	5,580
	FNMA PL# AQ7081Coupon 3.50% Mature 12/01/2042(C53X9)	5,000 par value	4,645	4,622
	FNMA PL# AQ9330Coupon 3.50% Mature 01/01/2043(A69Z7)	1,000 par value	947	896
	FNMA PL# AR2583Coupon 3.50% Mature 02/01/2043(BEH19)	5,000 par value	4,979	4,696
	FNMA PL# AR3315Coupon 3.50% Mature 02/01/2043(C2JS9)	10,000 par value	9,654	9,503
	FNMA PL# AR5265Coupon 3.00% Mature 02/01/2043(B15EK)	1,000 par value	1,000	923
	FNMA PL# AR5858Coupon 3.00% Mature 02/01/2043(CSU54)	1,000 par value	926	908
	FNMA PL# AR9902Coupon 3.50% Mature 04/01/2043(A6ZC6)	1,000 par value	989	972
	FNMA PL# AS0203Coupon 3.00% Mature 08/01/2043(A6S9C)	5,000 par value	4,701	4,669
	FNMA PL# AS0415Coupon 4.00% Mature 09/01/2043(C06BZ)	8,000 par value	8,144	8,073
	FNMA PL# AT0181Coupon 3.00% Mature 03/01/2043(A6B8T)	7,000 par value	6,497	6,456
	FNMA PL# AT5675Coupon 3.50% Mature 06/01/2043(CXL73)	11,000 par value	11,185	10,690
	FNMA PL# AT6306Coupon 4.00% Mature 06/01/2043(A6B8W)	11,000 par value	11,262	11,211
	FNMA PL# AU2933Coupon 3.50% Mature 09/01/2043(CX0G7)	5,000 par value	4,928	4,933
	FNMA PL# AU3751Coupon 4.00% Mature 08/01/2043(DQ05B)	10,000 par value	10,246	10,070
	FNMA PL# AU7305Coupon 4.00% Mature 08/01/2043(AJ7V4)	10,000 par value	10,264	10,240
	FNMA PL# MB0221Coupon 4.00% Mature 01/01/2043(A6B79)	1,000 par value	1,021	1,016

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Fair Value
	FHLMC 30 Yr Gold A97047Coupon 4.50% Mature 02/01/2041(B67YZ)	45,000 par value	20,762	21,858
	FHLMC 30 Yr Gold G08323Coupon 5.00% Mature 02/01/2039(A9N6J)	13,000 par value	2,402	2,390
	FHLMC 30 Yr Gold Q16644Coupon 3.50% Mature 03/01/2043(C06A6)	7,000 par value	6,696	6,695
	FHLMC 30 Yr Gold Q17639Coupon 3.00% Mature	7,000 par value	6,385	6,397
	FHLMC 30 Yr Gold Q17665Coupon 3.00% Mature	5,000 par value	4,621	4,597
	Total Mortgage and Asset Backed Securities		<u>771,275</u>	<u>746,779</u>
GOVERNMENT BONDS				
	US Treasury Bond-Inflation Indexed Coupon 0.63% Mature 02/15/2043	59,000 par value	60,594	46,087
	US Treasury Bond-Inflation Indexed Coupon 2.38% Mature 01/15/2025	61,000 par value	89,886	86,881
	US Treasury Bond-Inflation Indexed Coupon 2.50% Mature 01/15/2029	89,000 par value	139,618	113,779
	US Treasury Bond-Inflation Indexed Coupon 3.88% Mature 04/15/2029	49,000 par value	93,076	95,409
	US Treasury Note Coupon 0.75% Mature 10/31/2017	311,000 par value	310,780	305,365
	US Treasury Note Coupon 1.13% Mature 12/31/2019	192,000 par value	189,104	181,334
	US Treasury Note Coupon 2.00% Mature 02/15/2023	133,000 par value	132,206	123,379
	US Treasury Note Coupon 2.00% Mature 11/15/2021	147,000 par value	148,684	140,304
	US Treasury Note-Inflation Indexed Coupon 0.13% Mature 07/15/2022	284,000 par value	311,348	276,304
	US Treasury Note-Inflation Indexed Coupon 0.63% Mature 07/15/2021	301,000 par value	339,690	316,630
	US Treasury Note-Inflation Indexed Coupon 1.88% Mature 07/15/2015	62,000 par value	81,935	78,468
	Total Government Bonds		<u>1,896,921</u>	<u>1,763,940</u>
COMMON AND PREFERRED STOCKS				
	3M Company	359 shares	32,572	50,350
	Aaron's Incorporated	686 shares	15,202	20,168
	Abbott Laboratories	3,010 shares	96,160	115,373
	Abbvie Inc Com	1,563 shares	54,964	82,542
	Accenture Plc Ireland Cl A	1,317 shares	92,546	108,284
	Ace Ltd	300 shares	18,939	31,059
	Acuity Brands Inc	341 shares	15,320	37,278
	Adidas-Salomon Ag Spons Aadr	897 shares	35,117	57,614
	Affiliated Mgrs Group Inc	273 shares	19,060	59,208
	AIA Group Ltd Spon Aadr	2,828 shares	43,840	56,984
	Airgas Inc	159 shares	14,295	17,784
	Akbank Turk Anonim Sirketi Aadr	5,772 shares	50,262	36,075
	Allergan Inc	880 shares	87,708	97,750
	Altria Group Inc	2,000 shares	60,877	76,780
	Amadeus IT Hldg Sa Unspn Aadr	616 shares	20,255	26,334
	Ambev S A Sponsored Aadr	5,655 shares	36,409	41,564
	AMC Networks Inc Cl A	240 shares	12,553	16,346
	American Electric Power Co	379 shares	14,775	17,714
	American Express Co	440 shares	20,927	39,921
	American Tower Reit Com	165 shares	13,000	13,170
	Ametek Inc New	343 shares	5,614	18,066
	Anadarko Petroleum Corporation	1,079 shares	83,081	85,586
	Anheuser Busch Inbev Sa Spon	342 shares	34,604	36,409
	Ansys Inc	426 shares	20,762	37,147

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Antofagosta Hldgs Plc Sp Adr	428 shares	16,083	11,719
	Apple Inc	108 shares	55,970	60,590
	Aptargroup Inc	446 shares	18,640	30,243
	Arm Holdings Plc Ads	410 shares	3,624	22,440
	Asml Holding Nv Ny Reg New	375 shares	28,009	35,138
	Assa Abloy Ab Unsp Adr	1,496 shares	19,923	39,569
	Astrazeneca Plc Ads	1,130 shares	54,168	67,088
	AT&T Inc	3,405 shares	104,944	119,720
	Autodesk Inc Delaware	1,280 shares	47,120	64,408
	Automatic Data Processing Inc	574 shares	42,072	46,379
	Baidu Inc Ads	570 shares	57,543	101,392
	Baker Hughes Inc	369 shares	21,036	20,391
	Banco Bilbao Viz Arg Sa Ads	2,342 shares	25,923	29,017
	Banco Do Brasil Sa Spon Adr	6,801 shares	100,405	70,615
	Banco Macro S.A. Spons Adr	1,394 shares	44,387	33,832
	BCE Inc (New)	448 shares	19,096	19,394
	BHP Billiton Ltd	1,124 shares	89,228	76,657
	Bidvest Group Ltd Spons Adr	857 shares	39,952	44,170
	Bio Rad Lab A	279 shares	27,174	34,487
	Biogen Idec Inc	255 shares	37,226	71,291
	Blackbaud Inc	706 shares	16,526	26,581
	BP Plc Ads	1,374 shares	58,993	66,790
	Bristol Myers Squibb Co	2,070 shares	61,151	110,021
	Broadcom Corp Cl A	1,875 shares	61,312	55,584
	Burberry Group Plc Spons Adr	758 shares	32,834	38,317
	Cablevision Systems Corp	3,150 shares	46,939	56,480
	Canadian Natl Railway Co	848 shares	24,677	48,353
	Carlisle Co Inc	436 shares	17,574	34,618
	Carmax Inc	438 shares	9,690	20,595
	Carnival CP New Paired Com	920 shares	29,598	36,956
	Carpenter Technology	191 shares	9,637	11,880
	Celanese Corp Series A Com Stk	327 shares	13,601	18,086
	Cemex Sab De Cv	1,553 shares	17,579	18,372
	Chevron Corp	884 shares	86,823	110,420
	China Construction Bank Corp	5,330 shares	82,117	80,909
	China Mobile Ltd	1,863 shares	97,204	97,416
	Chubb Corp	591 shares	36,959	57,108
	Church & Dwight Co Inc	364 shares	13,462	24,126
	Cielo SA Sponsored Adr New	2,513 shares	49,302	70,364
	Cimarex Energy Co	125 shares	12,392	13,114
	Citigroup Inc New	810 shares	39,001	42,209
	Citrix Systems Inc	600 shares	40,158	37,950
	City National Corp	413 shares	20,678	32,718
	Clarcor Inc	464 shares	21,402	29,858
	Clicks Group Ltd Spons Adr	3,285 shares	41,222	39,745
	Cliffs Natural Resources Inc	625 shares	15,331	16,381
	Cnooc Ltd Ads	210 shares	40,555	39,409

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Coca Cola Co	1,498 shares	49,715	61,882
	Columbia Sportswear Co	207 shares	9,753	16,301
	Comcast Corp Cl A Special New	4,336 shares	151,734	216,280
	Commercial Intl Bnk Ltd Sp Adr	7,177 shares	23,528	32,297
	Compass Group Plc Spon Adr New	2,513 shares	30,620	40,532
	Conocophillips	1,632 shares	83,875	115,301
	Consol Energy Inc	428 shares	17,706	16,281
	Continental Resources Inc	173 shares	12,954	19,466
	Copart Inc	533 shares	10,181	19,534
	Covidien Plc	475 shares	26,224	32,348
	Cree Research Inc	1,165 shares	37,415	72,836
	Cullen Frost Bankers Inc	198 shares	11,668	14,737
	Dassault Systems SA Ads	203 shares	14,216	25,233
	Deere & Co	662 shares	59,373	60,460
	Dentsply International Inc	918 shares	31,463	44,505
	Deutsche Bk Ag Reg Shs	616 shares	27,912	29,716
	Diageo Plc Spon Adr New	572 shares	46,859	75,744
	Directv Com	495 shares	25,589	34,185
	Dolby Cla A Com Stk	1,325 shares	39,975	51,092
	Dominion Res Inc (New)	1,577 shares	75,748	102,016
	Domtar Corporation New	181 shares	15,671	17,076
	Donaldson Co Inc	443 shares	16,351	19,253
	Dow Chemical Co	579 shares	20,230	25,708
	Drill-Quip Inc	135 shares	8,531	14,841
	Du Pont Ei De Nemours & Co	1,240 shares	63,043	80,563
	Duke Energy Corp New	1,225 shares	80,748	84,537
	Eastman Chemical Company	204 shares	15,762	16,463
	Ebay Inc	1,423 shares	74,826	78,073
	Eli Lilly & Co	310 shares	12,914	15,810
	Embraer S A Adr	917 shares	19,624	29,509
	Enbridge Inc	1,053 shares	31,731	45,995
	Eog Resources Inc	48 shares	7,540	8,056
	Equifax Inc	462 shares	15,169	31,920
	Experian Gp Ltd Adr	1,327 shares	23,809	24,457
	Exxon Mobil Corp	1,007 shares	80,231	101,908
	Facebook Inc Cl-A	778 shares	28,357	42,517
	Factset Research Systems Inc	640 shares	54,332	69,491
	Fair Isaac & Co Inc	589 shares	13,661	37,013
	Fanuc Corporation Unsp Adr	1,518 shares	25,752	46,618
	Fastenal Co	544 shares	27,571	25,845
	Fifth 3rd Bancorp Ohio	1,948 shares	30,932	40,966
	Flir Systems Inc	647 shares	16,294	19,475
	Fluor Corp New	710 shares	43,184	57,006
	Forest Cy Enterprise A	961 shares	10,222	18,355
	Forest Laboratories Inc	1,660 shares	61,354	99,650
	Foster Wheeler Ag Com	624 shares	19,118	20,593
	Freeport Mcmoran Cp&Gld	1,328 shares	50,133	50,119

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See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Fresenius Medical Care Ag&Co KGAA	1,273 shares	34,287	45,293
	Gartner Inc	1,062 shares	61,102	75,455
	Gazprom O A O Spon Adr	7,136 shares	66,177	61,726
	General Electric Co	4,234 shares	88,426	118,679
	General Mills Inc	566 shares	20,698	28,249
	Gentex Corp	873 shares	19,921	28,792
	Glaxosmithkline Plc Ads	1,062 shares	48,786	56,700
	Glencore Xstrata Plc Adr	1,935 shares	18,527	20,163
	Globe Specialty Metals Inc Com	451 shares	7,712	8,123
	Google Inc-Cl A	125 shares	92,784	140,090
	Graco Inc	298 shares	9,155	23,280
	Grupo Televisa S.A.Global Dep	1,186 shares	24,915	35,888
	Halliburton Co	659 shares	30,854	33,444
	HCC Insurance Hldgs Inc	959 shares	27,750	44,248
	HCP Incorporated	463 shares	19,568	16,816
	Health Care Reit Inc	547 shares	32,459	29,303
	Hennes & Mauritz	4,452 shares	27,077	40,780
	Henry Schein Inc	370 shares	20,361	42,276
	Hollyfrontier Corp Com	122 shares	6,066	6,062
	Home Depot Inc	783 shares	32,596	64,472
	Honeywell International Inc	474 shares	29,615	43,309
	Hong Kong Exchanges & Clearing Ltd	1,354 shares	24,086	22,598
	HSBC Holdings Plc Spon Adr New	631 shares	30,229	34,787
	Huntsman Corp	831 shares	11,339	20,443
	Idex Corporation Delaware	510 shares	15,201	37,664
	Idexx Labs Inc	168 shares	15,249	17,870
	Immunogen Inc	1,244 shares	18,121	18,249
	Imperial Hldgs Ltd Adr	1,998 shares	45,174	38,661
	Industrial & Coml Bk China Ltd Adr	1,641 shares	25,235	22,285
	ING Groep NV Adr	3,711 shares	39,600	51,991
	Intel Corp	1,230 shares	26,353	31,925
	International Paper Co	562 shares	26,954	27,555
	Intesa Sanpaolo S.P.A. Adr	1,974 shares	27,464	29,511
	Intl Business Machines Corp	305 shares	50,506	57,209
	Isis Pharm Inc	1,025 shares	11,879	40,836
	Itau Unibanco Multiple Adr	1,586 shares	26,950	21,522
	Jack Henry & Assoc Inc	420 shares	8,886	24,868
	Jacobs Engineering Group Inc	232 shares	9,324	14,614
	JB Hunt Trans Services Inc	308 shares	13,326	23,808
	Johnson & Johnson	1,174 shares	78,443	107,527
	Johnson Controls Incorporated	551 shares	21,650	28,266
	JPMorgan Chase & Co	2,153 shares	97,201	125,907
	Julius Baer Group Ltd Un Adr	2,404 shares	23,087	23,199
	KB Financial Grp Inc Sons Adr	1,516 shares	55,240	61,413
	KBR Inc	526 shares	16,137	16,774
	Kimberly Clark Corp	768 shares	55,494	80,225
	Kimberly Clark Spon Adr	4,262 shares	37,043	60,606

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Kinder Morgan Incorp	669 shares	25,274	24,084
	Kingfisher Plc Spons Adr New	4,821 shares	39,036	61,902
	Kirby Corporation	417 shares	16,539	41,387
	KOC Hldg As Unspn Adr	2,424 shares	44,907	49,959
	Kodiak Oil & Gas Corp	1,523 shares	18,133	17,073
	Komatsu Ltd Spon Adr New	1,152 shares	25,783	23,708
	Kone Oyj Adr	1,008 shares	21,879	22,781
	Kraft Foods Group Inc Com	1,312 shares	64,702	70,730
	Kubota Corporation Adr	415 shares	31,558	34,694
	L-3 Communications Holding Inc	635 shares	49,284	67,856
	Las Vegas Sands Corporation	536 shares	23,987	42,274
	Liberty Interactive Co Inter A	1,185 shares	24,715	34,780
	Liberty Media Corp Ser A	205 shares	22,276	29,990
	LKQ Corporation	1,824 shares	31,107	60,010
	Lorillard Inc	1,753 shares	58,609	88,842
	Lululemon Athletica Inc	586 shares	40,437	34,592
	LVMH Moet Hennessy Louis Vuitton SA	1,816 shares	46,358	66,465
	Lyondellbasell Industries NV Cl-A	336 shares	13,039	26,974
	Marathon Oil Co	791 shares	20,957	27,922
	Marathon Petroleum Corp	397 shares	16,204	36,417
	Markel Corp (Holding Co)	120 shares	45,290	69,642
	Mastercard Inc Cl A	44 shares	27,533	36,760
	Mc Donalds Corp	1,116 shares	90,297	108,285
	Meadwestvaco Corp	918 shares	22,941	33,902
	Mercadolibre Inc	218 shares	15,736	23,498
	Merck & Co Inc New Com	2,805 shares	109,530	140,390
	Methanex Corporation	274 shares	16,308	16,232
	Metlife Incorporated	365 shares	17,526	19,681
	Mettler Toledo International Inc	73 shares	7,856	17,709
	Michelin Compagnie Generale DE	1,875 shares	30,212	40,031
	Microsoft Corp	1,116 shares	31,156	41,750
	Mitsubishi UFJ Fincl Grp Inc Ads	6,918 shares	39,048	46,212
	Mobile Telesystems OJSC	3,298 shares	63,767	71,336
	Mondelez Intl Inc Com	1,077 shares	33,878	38,018
	Morningstar Inc Common	703 shares	37,274	54,897
	Motorola Solutions Inc	436 shares	26,743	29,430
	National Oilwell Varco Inc	706 shares	41,949	56,148
	National Grid Transco Plc Ads	1,041 shares	51,935	67,998
	Nedbank Grp Ltd Spon Adr	2,196 shares	38,164	44,074
	Nestle Spon Adr Rep Reg Shr	679 shares	34,791	49,968
	Netease.Com Inc Ads	738 shares	32,415	58,007
	Newfield Exploration Co	429 shares	15,914	10,566
	Newmont Mining Corp (New)	566 shares	24,713	13,035
	Nextera Energy Inc Com	687 shares	39,066	58,821
	Nike Inc B	1,227 shares	66,196	96,491
	Nokia Cp Adr	1,447 shares	11,702	11,735
	Northeast Utilities	672 shares	22,814	28,486

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Northern Oil And Gas Inc	1,073 shares	17,437	16,170
	Northrop Grumman Cp(Hldg Co)	407 shares	26,002	46,646
	Novartis Ag Adr	596 shares	32,959	47,906
	Novo Nordisk A/S Adr	364 shares	30,241	67,253
	Nucor Corporation	1,023 shares	46,465	54,608
	Oasis Petroleum Inc	334 shares	16,105	15,688
	Occidental Petroleum Corp De	546 shares	52,061	51,925
	Ocean Rig Udw Inc	661 shares	11,195	12,724
	Oceaneering Intl Inc	280 shares	8,026	22,086
	Oil Co Lukoil Spn Adr	496 shares	28,010	31,308
	Oracle Corp	2,576 shares	87,634	98,558
	Orascom Construction Industries Company Spon	894 shares	40,218	33,078
	O'Reilly Automotive Inc New	110 shares	6,836	14,158
	Oriflame Cosmetics Sa Spon Adr	2,280 shares	60,804	35,249
	Pacific Rubiales Energy Co New	2,750 shares	55,400	47,465
	Pall Corporation	768 shares	45,860	65,549
	Peabody Energy Corp	657 shares	12,185	12,831
	Pearson Plc Sp Adr	1,371 shares	25,815	30,710
	Pentair Ltd	395 shares	20,123	30,680
	Pepsico Inc Nc	222 shares	15,166	18,413
	Pfizer Inc	1,986 shares	41,978	60,831
	Philip Morris Intl Inc	1,226 shares	81,980	106,821
	Philippine Long Distance Telephone Company Spn Adr	788 shares	44,807	47,343
	Phillips 66 Com	252 shares	7,252	19,437
	PPC Limited Unspn Adr	3,444 shares	28,162	20,423
	PPL Corporation	1,352 shares	38,785	40,682
	Praxair Inc	356 shares	33,529	46,291
	Procter & Gamble Company	988 shares	65,086	80,433
	Prudential Financial Inc	781 shares	50,518	72,024
	PT Astra International Tbk Adr	2,370 shares	30,210	26,426
	PT Bk Mandiri Persero Tbk Unsp	8,683 shares	68,406	56,092
	Pt Semen Gresik Persero Adr	893 shares	21,186	20,941
	PT Telekomunikasi Indonesia	1,399 shares	51,205	50,154
	PT United Tractors Adr	854 shares	41,221	26,952
	PTT Exploration & Production Public Company Limited Spons Adr	2,364 shares	27,535	26,004
	Public Service Enterprise Gp	677 shares	21,983	21,691
	Publicis Groupe Sa Ads	3,322 shares	46,032	76,306
	Qualcomm Inc	1,389 shares	88,484	103,133
	Raytheon Co (New)	885 shares	46,463	80,270
	Realty Income Corp	512 shares	21,946	19,113
	Reckitt Benckiser Plc Spns Adr	3,048 shares	31,906	49,042
	Reynolds American Inc	1,282 shares	52,812	64,087
	Rio Tinto Plc Spon Adr	364 shares	18,268	20,541
	Roche Holdings Adr	685 shares	41,965	48,087
	Royal Dutch Shell Plc Cl B	922 shares	67,388	69,251
	Sabmiller Plc Spons Adr	728 shares	25,688	37,332
	Sally Beauty Hldgs Inc	1,445 shares	20,350	43,682

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HENNY PENNY CORPORATION EMPLOYEES PENSION PLAN

EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Sandisk Corp	865 shares	39,833	61,017
	Sandridge Energy Inc	2,780 shares	15,268	16,875
	Sanlam Ltd Adr	1,540 shares	25,936	39,116
	SAP Ag	318 shares	18,150	27,711
	Sberbank Russia Sponsored Adr	5,914 shares	72,990	74,339
	Schlumberger Ltd	988 shares	73,822	89,029
	Seagate Technology Plc	1,555 shares	51,090	87,329
	SEI Investments Co	869 shares	16,709	30,180
	Sempra Energy	348 shares	19,223	31,236
	Senior Hsg Ppty Tr Sbi	1,036 shares	26,633	23,030
	Shinhan Financial Group Co Ltd	1,536 shares	61,494	70,195
	Shoprite Hldgs Ltd Sponsored A	2,056 shares	27,879	32,382
	Silver Standard Resources Inc	1,509 shares	13,351	10,503
	Silver Wheaton Corp	898 shares	23,985	18,131
	SINA Corporation	170 shares	10,114	14,323
	Solera Holdings Inc	288 shares	15,087	20,379
	Southern Co	1,317 shares	59,340	54,142
	Southern Copper Corp	998 shares	30,450	28,653
	Standard Bank Group Ltd Spon	2,562 shares	34,072	31,974
	Starbucks Corp Washington	1,140 shares	64,059	89,365
	Starz Series A	205 shares	2,561	5,994
	Steel Dynamics Inc	627 shares	10,023	12,252
	Sumitomo Mitsui Tr Hldgs Inc	7,334 shares	37,152	38,797
	Suntrust Bks Inc	1,329 shares	38,646	48,920
	Swatch Group Ag Adr The Unspn	891 shares	17,295	29,581
	Syngenta Ag Adr	438 shares	33,395	35,014
	T Rowe Price Group Inc	1,204 shares	82,353	100,859
	Taiwan Semiconductor Manufacturing Company Ltd Adr	5,688 shares	80,608	99,199
	Tata Motors Ltd	753 shares	18,493	23,192
	TE Connectivity Ltd New	1,380 shares	51,640	76,052
	Teck Resources Ltd	772 shares	26,520	20,080
	Tencent Hldgs Ltd Unspn Adr	573 shares	14,998	36,913
	Tesoro Petroleum Cp	104 shares	6,077	6,084
	The Adt Corporation Com	575 shares	25,397	23,270
	Tidewater Inc	279 shares	16,900	16,536
	Tiger Brands Ltd Spon Adr New	1,042 shares	28,442	26,738
	TJX Cos Inc New	484 shares	30,132	30,845
	The Toronto-Dominion Bk New	381 shares	31,624	35,905
	Total S A Spon Adr	2,084 shares	112,227	127,687
	Toyota Motor Cp Adr New	486 shares	41,820	59,253
	Transdigm Group Inc	123 shares	12,817	19,805
	Travelers Companies Inc Com	973 shares	57,710	88,095
	Trinity Ind Delaware	285 shares	14,857	15,538
	Turkcell Iletism Hizmetleri As New	2,667 shares	36,930	35,604
	Tyco International Ltd New	1,375 shares	42,170	56,430
	U S Bancorp Com New	1,314 shares	36,914	53,086
	Umpqua Holdings Corp	1,343 shares	17,558	25,705

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EMPLOYER IDENTIFICATION NUMBER 31 - 1179223

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

<i>(a)</i>	<i>(b)</i> <i>Identity of Issue</i>	<i>(c)</i> <i>Description of Investment</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current Fair Value</i>
	Unilever NV NY Sh New	1,081 shares	33,716	43,489
	Unilever Plc (New) Ads	413 shares	13,859	17,016
	United Parcel Service Inc Cl-B	394 shares	33,697	41,402
	United States Steel Cp (New)	346 shares	6,337	10,207
	United Technologies Corp	758 shares	62,621	86,260
	Unitedhealth Gp Inc	1,425 shares	73,844	107,303
	US Silica Hldgs Inc	634 shares	15,228	21,626
	V F Corporation	1,072 shares	26,154	66,828
	Vale S.A	1,020 shares	17,171	15,555
	Vale S.A. Sp	2,332 shares	58,209	32,671
	Varian Medical Systems Inc	275 shares	14,737	21,365
	Ventas Inc	271 shares	17,260	15,523
	Verizon Communications Inc	3,311 shares	124,772	162,703
	Vertex Pharmaceuticals Incorporated	520 shares	25,141	38,636
	Visa Inc Cl A	528 shares	89,400	117,575
	Vodacom Group Limited	2,096 shares	27,916	26,724
	Vodafone Gp Plc Ads New	1,925 shares	54,311	75,672
	W W Grainger Inc	221 shares	50,734	56,448
	Wal Mart Stores Inc	523 shares	30,209	41,155
	Walter Energy Inc Com	825 shares	12,044	13,720
	Weatherford International Ltd	5,525 shares	64,464	85,582
	Weichai Pwr Co Ltd Unspn Adr	2,355 shares	43,916	38,245
	Wells Fargo & Co New	2,242 shares	74,868	101,787
	Westlake Chemical Corp	138 shares	15,176	16,846
	Wex Inc Com	175 shares	8,480	17,330
	Weyerhaeuser Co	1,471 shares	34,735	46,439
	Whiting Petroleum Corp	293 shares	14,592	18,128
	Williams Co Inc	733 shares	26,446	28,272
	Woolworths Hldgs Ltd	507 shares	29,045	35,906
	Wynn Macau Ltd Unspn Adr	1,551 shares	42,896	70,539
	Yandex N.V. A	950 shares	24,747	40,993
	YPF Sociedad Ads Rep 1 Cl-D Sh	2,478 shares	64,939	81,675
	Yum! Brands Inc	592 shares	39,970	44,761
	Total Common and Preferred Stocks		<u>12,210,290</u>	<u>15,486,090</u>
HEDGE FUND				
	Skybridge Multi Advisor Hedge	911 shares	<u>976,599</u>	<u>1,163,295</u>
LIMITED PARTNERSHIP INTERESTS				
	ACL ALT Fund Limited USD CL A	799,000 shares	<u>799,000</u>	<u>722,743</u>
	Total		<u><u>\$ 20,624,243</u></u>	<u><u>\$ 23,769,738</u></u>

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

See Independent Auditors' Report.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

- The expense component of normal cost increased from \$140,142 to \$159,012 to reflect our expectations for the current plan year.
- The expected return on assets decreased from 7.75% to 7.00% to reflect our expectations for the current plan year.