

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 01/01/2013 and ending 12/31/2013	
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 BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN	1b Three-digit plan number (PN) ▶	001
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BURKE, INC. 500 WEST 7TH STREET CINCINNATI, OH 45203	1c Effective date of plan 07/21/1989	2b Employer Identification Number (EIN) 31-1271870
	2c Sponsor's telephone number 513-684-7604	2d Business code (see instructions) 541990

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.	08/05/2014	CHRIS TREFT
	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	326
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	247
b Retired or separated participants receiving benefits		6b	2
c Other retired or separated participants entitled to future benefits.....		6c	60
d Subtotal. Add lines 6a , 6b , and 6c		6d	309
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	309
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	268
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: 2E 2F 2G 2J 2K 2O 2R 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) 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 BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BURKE, INC.	D Employer Identification Number (EIN) 31-1271870	

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	1642	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RYDEX BIOTECHNOLOGY 9601 BLACKWELL RD., STE. 500 ROCKVILLE, MD 20850	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PUTNAM EQUITY ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
VILLERE BALANCED 601 POYDRAS STREET STE 1808 NEW ORLEANS, LA 70130	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OBERWEIS INTL 3333 WARRENVILLE ROAD, STE. 500 LISLE, IL 60532	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO INCOME FUND CL 1633 BROADWAY NEW YORK, NY 10019	0.38%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WASATCH 150 SOCIAL HALL AVE SUITE 400 SALT LAKE CITY, UT 84111	0.10%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
SKYLINE SPECIAL 800 CONNECTICUT AVE. NORWALK, CT 06854	0.10%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ALZGI NFJ DIV VL ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
COL MID CAP VALUE Z - COLUMBIA MGT 04-3156901	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
GLENMEDE SMCAP EQ IS - STATE STREE	0.15%	
04-0025081		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARBOR CAP APPR INST - HARBOR SERV	0.10%	
34-1953399		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARBOR INTL INST - HARBOR SERVICES	0.10%	
34-1953399		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
MSIF MID CAP GRTH I - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
(c) Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
(c) Enter amount of indirect compensation		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TRP EQUITY INCOME - T. ROWE PRICE	0.15%	
52-2269240		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WFA EMRG MKTS EQ I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WFA SM CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(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.	

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

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>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS 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>BURKE, INC.</u>	D Employer Identification Number (EIN) <u>31-1271870</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	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	7654	5933
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	300676	721911
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	1139030	1426490
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	284047	318881
	(9) Value of interest in common/collective trusts	1c(9)	2962021	2395657
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	36439115	44665860
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	14	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	41132557	49534732

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	41132557	49534732
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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)	455766	
(B) Participants	2a(1)(B)	1866374	
(C) Others (including rollovers)	2a(1)(C)	282380	
(2) Noncash contributions	2a(2)	0	2604520
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	51	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	11400	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11451
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	27401	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1510141	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1537542
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	25484	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	21989	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3495
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	138609	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		138609

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-22388
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6729288
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		11002517

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2596168	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2596168
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		2589
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	1585	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1585
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2600342

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8402175
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: CLARK SHAEFFER HACKETT

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	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?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.		X	

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>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS 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>BURKE, INC.</u>	D Employer Identification Number (EIN) <u>31-1271870</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</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

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

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

Part III	Amendments
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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): _____

Burke, Inc. Employee Stock Ownership Plan

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

(With Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

To the Trustees,
Burke, Inc. Employee Stock Ownership Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Burke, Inc. Employee Stock Ownership Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 from 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 Plan'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 Plan'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, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in its net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

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Report on Supplemental 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) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental 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 audit 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.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio

July 30, 2014

Burke, Inc. Employee Stock Ownership Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	December 31, 2013			December 31, 2012		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets:						
Investment in Burke, Inc. common stock, at fair value	\$ 54,348,586	4,671,397	59,019,983	44,011,415	6,149,250	50,160,665
Liabilities:						
Loan payable - current	-	982,774	982,774	-	1,388,049	1,388,049
Loan payable - long term	-	2,134,694	2,134,694	-	3,117,466	3,117,466
Total liabilities	-	3,117,468	3,117,468	-	4,505,515	4,505,515
Net assets available for benefits	\$ 54,348,586	1,553,929	55,902,515	44,011,415	1,643,735	45,655,150

See accompanying notes to the financial statements.

Burke, Inc. Employee Stock Ownership Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	December 31, 2013			December 31, 2012		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Additions:						
Net appreciation in fair value of common stock	\$ 7,593,807	652,742	8,246,549	3,635,618	507,887	4,143,505
Employer contributions	1,020,946	1,512,955	2,533,901	313,794	2,518,971	2,832,765
Allocation of 13,213 and 24,091 shares of Burke, Inc. common stock, at fair value, respectively	<u>2,130,596</u>	<u>-</u>	<u>2,130,596</u>	<u>3,563,782</u>	<u>-</u>	<u>3,563,782</u>
Total additions	<u>10,745,349</u>	<u>2,165,697</u>	<u>12,911,046</u>	<u>7,513,194</u>	<u>3,026,858</u>	<u>10,540,052</u>
Deductions:						
Interest expense	-	124,907	124,907	-	193,850	193,850
Distributions to participants	408,178	-	408,178	875,944	-	875,944
Allocation of 13,213 and 24,091 shares of Burke, Inc. common stock, at fair value, respectively	<u>-</u>	<u>2,130,596</u>	<u>2,130,596</u>	<u>-</u>	<u>3,563,782</u>	<u>3,563,782</u>
Total deductions	<u>408,178</u>	<u>2,255,503</u>	<u>2,663,681</u>	<u>875,944</u>	<u>3,757,632</u>	<u>4,633,576</u>
Net increase (decrease)	10,337,171	(89,806)	10,247,365	6,637,250	(730,774)	5,906,476
Net assets available for benefits:						
Beginning of year	<u>44,011,415</u>	<u>1,643,735</u>	<u>45,655,150</u>	<u>37,374,165</u>	<u>2,374,509</u>	<u>39,748,674</u>
End of year	\$ <u>54,348,586</u>	<u>1,553,929</u>	<u>55,902,515</u>	<u>44,011,415</u>	<u>1,643,735</u>	<u>45,655,150</u>

See accompanying notes to the financial statements.

1. PLAN DESCRIPTION:

The following brief description of the Burke, Inc. Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

General

Burke, Inc. (the "Company") established the Plan as of December 28, 2004 and effective January 1, 2004. The Plan operates as a leveraged employee stock ownership plan ("ESOP") and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986 (the "Code"), as amended, and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan purchases Company common shares using borrowed funds from the Company, and holds the stock in a trust fund (the "Trust") established under the Plan. The borrowings are repayable over a period of 10 years using fully deductible Company contributions to the Plan. As the Plan makes each payment of principal, a portion of the unallocated shares are allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The borrowing is collateralized by the unallocated shares of common stock. The Company has no rights against shares of stock once they are allocated under the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2013 and 2012, and for the years then ended, present separately the assets and liabilities and changes therein pertaining to:

- (a) the accounts of employees with vested rights in allocated stock ("Allocated") and
- (b) stock not yet allocated to employees ("Unallocated")

Administration

The governing body for administration of the Plan is the Employee Benefits Administrative Committee and consists of Company employees selected to participate by the Board of Directors of the Company. The trustee of the Plan is Fiduciary Trust Services, Inc.

Eligibility

Exempt non-highly compensated employees who have performed or are expected to perform 1,000 or more hours of service during the 12 months following their employment commencement date become Plan participants on their employment commencement date. All other employees must complete one year and 1,000 or more hours of service to become Plan participants. Employees covered by a collective bargaining agreement, an employee who is a non-resident alien, or a leased employee are not eligible.

Vesting

Company contributions, as adjusted for earnings and losses thereon, vest 100% after five years of service. There is no vesting for less than five years of service.

Participant become 100% vested in all Company contributions immediately upon reaching early retirement age or normal retirement age (the later of attaining age 65 or five years of vesting service), death or total disability. Any forfeited Company contributions are allocated to active Plan participants on the December 31st following five consecutive one-year breaks in service by the forfeiting participant.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of the shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify transfer cash equivalent to the shares diversified to the participant's account in the Burke, Inc. Profit Sharing and Pay Deferral Savings Plan.

Participants who are age 55 with at least 5 but less than 10 years of participation in the Plan may also elect to diversify a portion of their account. Diversification is offered to each eligible participant over a five-year period, unless the participant reaches 10 years of participation in the Plan, at which point they become eligible to diversify under the options noted above. In each of the five years, a participant may diversify up to 25 percent of the number of the shares allocated to his or her account, less any shares previously diversified. Participants who elect to diversify transfer cash equivalent to the shares diversified to the participant's account in the Burke, Inc. Profit Sharing and Pay Deferral Savings Plan.

Reshuffling

During 2012, the Plan was amended to permit the reshuffling of accounts of non-active participants. On an annual basis, following the processing of the diversification elections noted above, the stock accounts for non-active participants, who have reached a five year break in service, may be reshuffled and replaced with amounts from active participants' other investment accounts of an equivalent value determined as of the last valuation date of the Plan.

Following the reshuffling of non-active participants' stock accounts, the other investment account of all non-active participants shall be transferred to the Burke, Inc. Profit Sharing and Pay Deferral Savings Plan.

Participant accounts and forfeitures

Each participant's account is credited with the participant's share of the Company's contributions and forfeitures available as determined by the Trustee. The participant's account is allocated the Company contributions and forfeitures based on the proportion of the participant's compensation to the total of all participants' compensation (capped at \$100,000 for 2013 and 2012) for the Plan year. Participants who do not have at least 1,000 hours of service during such plan year, or are not employed on the last working day of a plan year, are generally not eligible for an allocation of Company contributions for such year. Forfeitures for 2013 and 2012 were not material.

Plan earnings are allocated to each participant's account based on the proportion of the participant's account balance to the aggregate of all participants' account balances prior to the allocation of the contribution and forfeitures described above.

Employer contributions

The Company is obligated to make contributions in cash to the Plan which, when aggregated with the Plan's dividends and interest earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its loan payable. Upon approval by the Company's board of directors, the Company may also make discretionary contributions of cash or stock

to the Plan. These discretionary contributions were \$408,179 and 3,800 shares and \$313,793 and 0 shares for the years ending December 31, 2013 and 2012, respectively.

Distributions

In general, no distributions from the Plan will be made until a participant retires at early retirement age, normal retirement age of 65 with a minimum five years of service, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or becomes permanently disabled. Participants who otherwise terminate employment with the Company are eligible for distribution of their ESOP account in the sixth plan year after the year in which the participant terminates employment if their vested participant account balance is greater than \$10,000. If a terminated participant's vested account balance is less than or equal to \$10,000, the account balance may be distributed as soon as administratively practicable during the year following termination. The amount to be distributed is based upon the account valuation date immediately preceding the distribution. Distributions are made in cash or employer stock as determined by the plan administrator.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares, which have been distributed under the terms of the Plan if the shares are not publicly traded or if the shares are subject to trading limitations. During 2012, 3,800 shares were repurchased from participants.

Voting rights

The Trustee is responsible for voting all employer stock held as part of the Plan assets. Each participant or beneficiary shall be entitled to direct the Trustee as to the manner in which voting rights on shares of allocated employer stock are to be exercised.

Put option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants (and is not readily tradable on an established market, or is subject to trading limitations) includes a put option. The put option is a right to demand that the Company or the Plan buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company may finance the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Plan termination

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the Trust will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Code. Upon termination of the plan, the Employee Benefits Administration Committee should direct the Trustee to pay all liabilities and expenses of the trust fund and to sell shares of financed common stock held in the loan suspense account to the extent it determines such sale to be necessary in order to repay the loans.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of accounting

The Plan's financial statements are prepared on the accrual basis of accounting.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Risks and uncertainties

The Plan invests in common stock of the Company. This common stock is exposed to various risks, including a variety of risks associated with investing in an operating entity and the liquidity risk associated with investing in a private company. Due to the level of risk associated with the common stock, it is at least reasonably possible that changes could materially affect participants' account balances and amounts reported in the statements of net assets available for benefits.

Investment valuation and income recognition

The common shares of the Company are reported at fair value, which is determined by an annual independent appraisal. See Note 6 for discussion of fair value measurements.

Dividend income is accrued on the declaration date.

Purchases and sales of securities are recorded on a trade date basis. The Plan presents in its statements of changes in net assets available for benefits the net appreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation on those investments.

Payment of benefits

Benefits are recorded when paid.

Administrative fees

Administrative expenses of maintaining the Plan that are paid directly by the Company are excluded from these financial statements.

Subsequent events

The Plan has evaluated subsequent events through July 30, 2014, the date the financial statements were available to be issued.

3. INCOME TAX STATUS:

The Plan obtained its latest determination letter on September 19, 2013, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Code, and therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain

position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

4. ADMINISTRATION OF PLAN ASSETS:

The Plan's assets, which consist entirely of Burke, Inc. common shares, are held by the Company until the outstanding loans are paid in full. Custody of the Plan's assets will transfer to the Plan Trustee when the outstanding loans mature or are paid in full, whichever comes first.

Company contributions are held and managed by the Trustee, which invests cash received, interest, and dividend income and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loan.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

5. INVESTMENTS:

The Plan's investments at December 31 are as follows:

	<u>2013</u>		<u>2012</u>	
	<u>Allocated</u>	<u>Unallocated</u>	<u>Allocated</u>	<u>Unallocated</u>
Number of Shares	289,952	24,922	272,939	38,135
Cost	\$ 42,500,167	3,841,931	37,761,167	5,516,903
Market	\$ 54,348,586	4,671,397	44,011,415	6,149,250

During the years ended December 31, 2013 and 2012, 2,531 and 2,121 shares, respectively, were recycled within the ESOP to generate funds for cash distributions. During the year ended December 31, 2012, 3,800 shares of stock were distributed. No shares were distributed during the year ended December 31, 2013. The total number of allocated and unallocated shares of stock held by the Plan as of December 31, 2013 and 2012, was 314,874 and 311,074, respectively.

6. FAIR VALUE MEASUREMENTS:

Generally accepted accounting principles provide the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- 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 methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2013 and 2012.

Common stock: The fair value of Burke, Inc. common stock held by the Plan is valued at fair value based upon an independent appraisal. This appraisal was based upon a combination of the market and cash flow valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and fair value of Company assets and liabilities. Plan management has concluded that a market participant would also recognize a discount for lack of marketability. The valuation process involves plan management's selection of an independent appraiser. Plan management accumulates the data for the appraiser from the audited financial statements of the Company.

The method 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 method is 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 investments at fair value as of December 31, 2013 and 2012:

<u>Investments at fair value as of:</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2013:				
Burke, Inc. common stock	\$ <u>-</u>	<u>-</u>	<u>59,019,983</u>	<u>59,019,983</u>
December 31, 2012:				
Burke, Inc. common stock	\$ <u>-</u>	<u>-</u>	<u>50,160,665</u>	<u>50,160,665</u>

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31, 2013 and 2012:

	<u>Level 3 Investments - Investment in Sponsor Company Common Stock</u>	
Balance, January 1, 2011	\$ 46,579,311	
Unrealized gains relating to instruments still held at the reporting date	4,143,505	
Employer contributions	313,793	
Distributions	<u>(875,944)</u>	
Balance, December 31, 2012	50,160,665	
Unrealized gains relating to instruments still held at the reporting date	8,246,549	
Employer contributions	408,179	
Shares contributed	612,768	
Distributions	<u>(408,178)</u>	
Balance, December 31, 2013	\$ <u>59,019,983</u>	
	<u>2013</u>	<u>2012</u>
The amount of gains for the period included in changes in net assets available for benefits attributable to the change in unrealized gains or losses related to assets still held at the reporting date	\$ <u>8,246,549</u>	<u>4,143,505</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the period above are reported in net appreciation in fair value of investments in the statements of changes in net assets available for benefits.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements:

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

<u>Instrument</u>	<u>Fair Value</u>	<u>Valuation Techniques</u>	<u>Unobservable Input</u>
Burke, Inc. common stock	\$59,019,983	Capitalized Cash Flow Method	* Normalized level of earnings * Estimated free cash flows * Cash flow capitalization factor * Discount for lack of marketability
		Discounted Cash Flow Method	* Forecasted free cash flow * Discounted annual free cash flows * Discount for lack of marketability
		Guideline Public Company Method	* Market capital to sales ratio * Market capital to current and average EBITDA * Discount for lack of marketability

7. LOANS PAYABLE - DUE TO BURKE, INC.:

In 2004 the Plan entered into an \$11.2 million term loan agreement with the Company which matured June 30, 2013. The proceeds were used to purchase 125,950 shares of the Company's common stock. The loan bore interest at the prime rate, 3.25% at December 31, 2013, reset on the 1st day of each calendar year.

In 2006 the Plan entered into a \$2,589,410 term loan agreement with the Company which matures December 31, 2015. The proceeds were used to purchase 28,244 shares of the Company's common stock. The loan bears interest at the prime rate, 3.25% at December 31, 2013, reset on the 1st day of each calendar year.

In 2007 the Plan entered into a \$2,896,422 term loan agreement with the Company which matures December 31, 2016. The proceeds were used to purchase 28,244 shares of the Company's common stock. The loan bears interest at the prime rate, 3.25% at December 31, 2013, reset on the 1st day of each calendar year.

In 2008 the Plan entered into a \$3,376,245 term loan agreement with the Company which matures December 31, 2017. The proceeds were used to purchase 28,244 shares of the Company's common stock. The loan bears interest at the prime rate, 3.25% at December 31, 2013, reset on the 1st day of each calendar year.

Total future minimum principal payments are as follows as of December 31, 2013:

2014	\$ 982,774
2015	1,015,104
2016	725,898
2017	<u>393,692</u>
	<u>\$ 3,117,468</u>

As collateral for the trust's obligations under the loan, the trust granted a security interest in and assigned the lender all of the trust's right, title, and interest in and to the pledged shares, and any proceeds or other securities derived there from. The pledge of the pledged shares continues until all obligations due under the ESOP loan agreements have been paid in full and all terms and conditions under the ESOP notes have been satisfied.

8. RELATED PARTY TRANSACTIONS:

The Plan invests in Company common stock and has loans payable to the Company. These transactions qualify as party-in-interest transactions. As described in Notes 1 and 4, the Plan has a number of service providers. These service providers qualify as parties-in-interest.

9. SUBSEQUENT EVENTS:

Subsequent to December 31, 2013, the Plan was amended for changes in the vesting provisions and diversification eligibility. Effective January 1, 2014, participants vest 100% in Company contributions after three years of service.

Effective January 1, 2014, participants who have reached age 50 and have completed 5 years of participation in the plan are eligible to diversify a portion of their account. All other diversification provisions remain unchanged.

Burke, Inc. Employee Stock Ownership Plan
 FIN: 31-1271870 Plan Number: 004
 Schedule H, Line 4i, Schedule of Assets (Held at End of Year)
 December 31, 2013

	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value

*	Burke, Inc.	314,874 shares of common stock	\$ 46,342,098	\$ 59,019,983
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* Investment with party-in-interest to the Plan

INDEPENDENT AUDITORS' REPORT

To the Trustees of the
Burke, Inc. Profit Sharing and Pay Deferral Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Burke, Inc. Profit Sharing and Pay Deferral Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years 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 controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
July 29, 2014

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
 EIN: 31-1271870 Plan #001
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	FIDELITY CASH RESERVES	Cash & Cash Equivalents	**	\$ 721,911
	AMERICAN INTL GROUP INC COM NEW	Common Stock	**	\$ 154
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	894,874
	CATASYS INC COM NEW	Common Stock	**	2
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	49,572
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	13,552
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	81,807
	FACEBOOK INC COM	Common Stock	**	18,034
	GOOGLE INC CL A	Common Stock	**	49,311
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	33,924
	ISHARES TR FTSE XINHAU HK CHINA 25	Common Stock	**	58,038
	MARATHON OIL CORP	Common Stock	**	16,358
	MARATHON PETROLEUM CORP COM USDO 01	Common Stock	**	21,272
	MARVELL TECHNOLOGY GROUP LTD	Common Stock	**	9,429
	MEDCTRONIC INC NFS IS A SPECIALIST	Common Stock	**	9,909
	NUANCE COMMUNICATIONS INC	Common Stock	**	15,200
	PETROCHINA CO LTD SPON ADR	Common Stock	**	13,346
	PIMCO ETF TR INVT GRADE CORP BD	Common Stock	**	10,526
	POWERSHARES EXCHANGE TRADED FD TR II	Common Stock	**	8,140
	POWERSHARES EXCHANGE TRADED FD TR II	Common Stock	**	6,417
	POWERSHARES EXCHANGE TRADED FD TR II MENA	Common Stock	**	4,912
	POWERSHARES EXCHANGE TRADED FD TR INTL	Common Stock	**	15,734
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	5,073
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	7,184
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	2,684
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	9,591
	SPDR SER TR LEHMAN INTL TREAS BD ETF	Common Stock	**	17,261
	STARBUCKS CORP NFS LLC IS A MARKET	Common Stock	**	33,171
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	21,015
		Total Common Stocks		<u>\$ 1,426,490</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	\$ 2,395,657
	ALLIANZ NFJ DIVIDEND VALUE FUND	Mutual Fund	**	\$ 5,572,487
	COLUMBIA MID CAP VALUE Z FUND	Mutual Fund	**	1,366,053
*	FIDELITY BALANCED K FUND	Mutual Fund	**	4,934,208
*	FIDELITY CAPITAL & INCOME	Mutual Fund	**	132,911
*	FIDELITY FLOATING RATE HIGH INCOME	Mutual Fund	**	4,977
*	FIDELITY FREEDOM K 2000 FUND	Mutual Fund	**	27,159
*	FIDELITY FREEDOM K 2005 FUND	Mutual Fund	**	15,771
*	FIDELITY FREEDOM K 2010 FUND	Mutual Fund	**	10,424
*	FIDELITY FREEDOM K 2015 FUND	Mutual Fund	**	355,982
*	FIDELITY FREEDOM K 2020 FUND	Mutual Fund	**	2,399,810
*	FIDELITY FREEDOM K 2025 FUND	Mutual Fund	**	1,088,279
*	FIDELITY FREEDOM K 2030 FUND	Mutual Fund	**	730,074
*	FIDELITY FREEDOM K 2035 FUND	Mutual Fund	**	160,280
*	FIDELITY FREEDOM K 2040 FUND	Mutual Fund	**	393,198
*	FIDELITY FREEDOM K 2045 FUND	Mutual Fund	**	555,975
*	FIDELITY FREEDOM K 2050 FUND	Mutual Fund	**	571,661
*	FIDELITY FREEDOM K 2055 FUND	Mutual Fund	**	52,621
*	FIDELITY FREEDOM K INCOME FUND	Mutual Fund	**	353,241
*	FIDELITY GLOBAL BALANCED	Mutual Fund	**	28,974
*	FIDELITY GOVERNMENT INCOME FUND	Mutual Fund	**	754,330
*	FIDELITY INFLATION PROTECTED BOND	Mutual Fund	**	4,726
*	FIDELITY INTERNATIONAL DISCOVERY FUND K	Mutual Fund	**	177,390

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
 EIN: 31-1271870 Plan #001
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	* FIDELITY INTERNAT'L REAL ESTATE FUND	Mutual Fund	**	8,894
	* FIDELITY MID CAP ENHANCED INDEX FUND	Mutual Fund	**	15,794
	* FIDELITY REAL ESTATE INCOME	Mutual Fund	**	16,251
	* FIDELITY SELECT CYCLICAL INDUSTRIES	Mutual Fund	**	22,335
	* FIDELITY SELECT ENERGY	Mutual Fund	**	15,487
	* FIDELITY SELECT ENERGY SERVICE	Mutual Fund	**	15,085
	* FIDELITY SELECT FOOD & AGRICULTURE	Mutual Fund	**	65,139
	* FIDELITY SELECT GOLD	Mutual Fund	**	5,229
	* FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	18,697
	* FIDELITY SELECT MULTIMEDIA	Mutual Fund	**	99,402
	* FIDELITY SELECT TECHNOLOGY	Mutual Fund	**	19,666
	* FIDELITY SELECT TRANSPORT	Mutual Fund	**	24,041
	* FIDELITY STRATEGIC INCOME	Mutual Fund	**	19,746
	* FIDELITY TOTAL BOND	Mutual Fund	**	37,593
	GLENMEDE SMALL CAP EQUITY INSTITUTIONAL FUND	Mutual Fund	**	797,833
	HARBOR CAPITAL APPRECIATION INSTITUTIONAL FUND	Mutual Fund	**	5,499,883
	HARBOR INTERNATIONAL INSTITUTIONAL FUND	Mutual Fund	**	4,413,971
	MSIF MID CAP GROWTH I FUND	Mutual Fund	**	4,154,672
	OBERWEIS INTERNATONL OPPORTUNITY FUND	Mutual Fund	**	22,447
	PIMCO TOTAL RETURN INSTITUTIONAL FUND	Mutual Fund	**	3,198,500
	PIMCO INCOME FUND CLASS D	Mutual Fund	**	39,146
	PUTNAM EQUITY SPECTRUM FUND CLASS A	Mutual Fund	**	71,944
	RYDEX BIOTECHNOLOGY INVESTMENT CLASS	Mutual Fund	**	36,351
	SKYLINE SPECIAL EQUITIES	Mutual Fund	**	26,728
	* SPARTAN 500 INDEX FUND	Mutual Fund	**	4,438,582
	* SPARTAN EXTENDED MARKET INDEX FUND	Mutual Fund	**	996,929
	T. ROWE PRICE EQUITY INCOME FUND	Mutual Fund	**	695,128
	VILLERE BALANCED FUND	Mutual Fund	**	25,604
	WASATCH INTERNATIONAL GROWTH	Mutual Fund	**	18,535
	WFA EMERGING MARKETS EQUITY FUND 1	Mutual Fund	**	155,717
	WFA SMALL CAP VALUE FUND	Mutual Fund	**	-
		Total Mutual Funds		<u>\$ 44,665,860</u>
	* Participant loans, 4.25% - 8.25%, various maturities through 2021	Participant Loans	\$ -	<u>\$ 318,881</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed