

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>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE</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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/29/2011</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/29/2011</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>07/29/2011</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FRAM GROUP OPERATIONS LLC</u> <u>1900 WEST FIELD CT</u> <u>LAKE FOREST, IL 60045</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>80-0697545</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>847-482-4142</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>80-0697545</u>	2c Sponsor's telephone number <u>847-482-4142</u>	2d Business code (see instructions) <u>336300</u>	
2b Employer Identification Number (EIN) <u>80-0697545</u>					
2c Sponsor's telephone number <u>847-482-4142</u>					
2d Business code (see instructions) <u>336300</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.	08/14/2014	ERIC SCHUENEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/14/2014	ERIC SCHUENEMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		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 246
b Retired or separated participants receiving benefits		6b 34
c Other retired or separated participants entitled to future benefits		6c 45
d Subtotal. Add lines 6a , 6b , and 6c		6d 325
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 325
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: 1B		
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>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 FRAM GROUP OPERATIONS LLC	D Employer Identification Number (EIN) 80-0697545	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	617226	325	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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	(c) Amount	(d) Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	35760593

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 <u>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FRAM GROUP OPERATIONS LLC</u>	D Employer Identification Number (EIN) <u>80-0697545</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>37906632</u>
b Actuarial value	2b <u>36132528</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>40</u> <u>7260070</u>
b For terminated vested participants.....	3b <u>148</u> <u>3760538</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>2958289</u>
(2) Vested benefits	3c(2) <u>11566305</u>
(3) Total active.....	3c(3) <u>138</u> <u>14524594</u>
d Total.....	3d <u>326</u> <u>25545202</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
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 <u>6.40</u> %
6 Target normal cost	6 <u>437921</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>06/05/2014</u>
	Signature of actuary	Date
<u>LINDA M. KIRK</u>	Type or print name of actuary	<u>14-06140</u>
		Most recent enrollment number
<u>PRINCIPAL FINANCIAL GROUP</u>	Firm name	<u>515-248-2947</u>
		Telephone number (including area code)
<u>PO BOX 9394</u> <u>DES MOINES, IA 50306-9394</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

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>13.71</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)		0
b Interest on (a) using prior year's effective interest rate of <u>5.72</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	141.44 %
15 Adjusted funding target attainment percentage	15	141.44 %
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	128.76 %
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
Totals ►			18(b)	0	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	0
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

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 61
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	437921	
b Excess assets, if applicable, but not greater than line 31a	31b	437921	
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	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
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 <u>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRAM GROUP OPERATIONS LLC</u>	D Employer Identification Number (EIN) <u>80-0697545</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ 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 <u>PRINCIPAL LIFE INSURANCE COMPANY</u> <u>42-0127290</u>

(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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 50 64	CONTRACT ADMINISTRATOR	3206	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PRINCIPAL FINANCIAL ADVISORS INC

52-1523364

(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?
27	INVESTMENT ADVISOR	9106	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.	

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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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>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FRAM GROUP OPERATIONS LLC</u>	D Employer Identification Number (EIN) <u>80-0697545</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN MIDCAP VALUE III SA-I2</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-022</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN INTL EM MKT SEP ACCT-I3</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-013</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP VALUE SEP ACCT-R6</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-019</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN U.S. PROPERTY SA-I3</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-027</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN DIVERSIFIED INTL SA-R6</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-015</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP S&P 500 INDEX SA-R6</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-016</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN INTL I SEPARATE ACCT-I2</u>				
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>42-0127290-048</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-028	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-023	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-I2**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-026	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH I SA-I2**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-070	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP VALUE II SA-I2**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-096	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LDI LONG DURATION SA-I3**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-104	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18119190
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-115	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL OVERSEAS SA-I2**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-116	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN EQUITY INCOME SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-120	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL DIV REAL ASSET SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LDI INTRM DUR SEP ACCT-I3**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-128	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6026181
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LDI EXT DUR SEP ACCT-I3**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-129	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11615222
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRAM GROUP OPERATIONS LLC</u>	D Employer Identification Number (EIN) <u>80-0697545</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	37906632	35760593
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	37906632	35760593

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	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	37906632	35760593
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)		
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		-1427274
(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)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		-1427274

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	691985	
(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)		691985
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	3940	
(3) Investment advisory and management fees.....	2i(3)	9106	
(4) Other.....	2i(4)	13734	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		26780
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		718765

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-2146039
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: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

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	0
4b		X	0

	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	0
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	0
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.			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

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

A Name of plan <u>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF FOSTORIA AND GREENVILLE</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FRAM GROUP OPERATIONS LLC</u>	D Employer Identification Number (EIN) <u>80-0697545</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	<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>42-0127290</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>0</u>

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

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

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



Financial Statements and Report of Independent
Certified Public Accountants

**Retirement Plan for Bargaining Unit Employees of
Fostoria and Greenville**

December 31, 2013 and 2012

Contents

	Page
Report of Independent Certified Public Accountants	3
Financial Statements	
Statements of net assets available for benefits	5
Statements of changes in net assets available for benefits	6
Notes to financial statements	7
Supplemental Schedules	
Schedule H, line 4i - schedule of assets (held at end of year)	17
Schedule H, line 4j - schedule of reportable transactions	18



Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Report on the financial statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville (the 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 control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in note H, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from this entity as of and for the years ended December 31, 2013 and 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

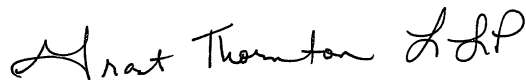
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedules of assets (held at end of year) as of December 31, 2013, and of reportable transactions for the year ended December 31, 2013, are presented for purposes 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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 schedules, other than that derived from the certified information described in note H, 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.



Chicago, Illinois
August 12, 2014

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

	<u>2013</u>	<u>2012</u>
Assets		
Investments, at fair value		
Pooled separate accounts	<u>\$ 35,760,593</u>	<u>\$ 37,906,632</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 35,760,593</u></u>	<u><u>\$ 37,906,632</u></u>

The accompanying notes are an integral part of these statements.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31,

	<u>2013</u>	<u>2012</u>
Additions		
Investment (loss) income		
Net (depreciation) appreciation in fair value of pooled separate accounts	<u>\$ (1,427,274)</u>	<u>\$ 4,601,895</u>
Total additions	(1,427,274)	4,601,895
Deductions		
Benefits paid directly to participants	(691,985)	(481,328)
Administrative expenses	<u>(26,780)</u>	<u>(40,570)</u>
Total deductions	<u>(718,765)</u>	<u>(521,898)</u>
NET (DECREASE) INCREASE	(2,146,039)	4,079,997
Net assets available for benefits		
Beginning of year	<u>37,906,632</u>	<u>33,826,635</u>
End of year	<u><u>\$ 35,760,593</u></u>	<u><u>\$ 37,906,632</u></u>

The accompanying notes are an integral part of these statements.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan established on July 29, 2011, providing pension benefits for eligible employees of FRAM Group and Subsidiaries (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by the UCI-Fram Group Retirement Committee (the Benefits Plan Committee), acting on behalf of the Plan sponsor, the Company.

Eligibility

Employees of the Fostoria division became eligible for participation in the Plan as of the first day of the month coincident with or following the date they have completed 12 consecutive months of employment, worked 1,000 hours and must be a member of the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (UAW) Local Union No. 533, limited to specific exclusions.

Employees of the Greenville division become eligible for participation in the Plan provided they were employed by the Company prior to July 29, 2011, and must be a member of UAW Local Union No. 2413, limited to specific exclusions.

Effective November 1, 2011, the Plan was frozen to disallow new entrants into the Plan. However, current Plan participants will still accrue benefits.

Contributions

The Company pays the full cost of the Plan through contributions made to the trust fund. The amount contributed is based on periodic calculations made by the enrolled actuary, which is consistent with the Plan's objectives. The Plan was fully funded and did not require Company contributions for the years ended December 31, 2013 and 2012.

Pension Benefits

Greenville Employees

A participant becomes eligible for normal retirement pension to be paid from the Plan if his or her employment is terminated on or after his or her normal retirement age of 65. Payment of a normal retirement pension shall commence as of the first day of the month coincident with or immediately following the participant's retirement. The monthly amount of a participant's normal retirement pension payable on a single-life basis shall be equal to the product of (1) and (2), reduced by (3) and (4):

1. An amount equal to \$38.50.
2. The employee's accrual service on such date.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

3. The actuarial equivalent of the amount of any payments (including a lump-sum payment that shall be converted into monthly payments) to the participant for loss of earnings.
4. The benefit, if any, that is payable to the participant under any other qualified defined benefit plan contributed to by the Company or Controlled Group member.

Fostoria Employees

A participant becomes eligible for normal retirement pension to be paid from the Plan if his or her employment is terminated on or after his or her normal retirement age of 65. Payment of a normal retirement pension shall commence as of the first day of the month coincident with or immediately following the participant's retirement. The monthly amount of a participant's normal retirement pension payable on a single-life basis shall be equal to the product of (1) and (2), reduced by (3), (4) and (5):

1. The benefit class code amount, which ranges from \$44.55 to \$45.30.
2. The employee's accrual service on such date.
3. The benefit, if any, that is payable to the participant under any other qualified defined benefit plan contributed to by the Company or Controlled Group member.
4. The disability benefit, if any (other than those payable on the basis of "need," because of military service or under the Federal Social Security Act), payable to the participant.
5. Unless prohibited by law, any workers' compensation (including compromise or redemption settlements) payable to the participant.

Fostoria participants will also receive an interim supplemental benefit payable until the earlier of (i) the date the participant attains age 62 and 1 month, or (ii) the date the participant is eligible for an unreduced Social Security benefit. This benefit may be reduced by early retirement reduction factors outlined in the Plan.

All Employees

Participants are 100% vested after having five whole service years. A participant has no vesting percent until reaching the five years. Vesting percentage for a participant who is an employee on or after the date they reach normal retirement age shall be 100%.

Participants are entitled to early retirement following attainment of a specified age and a specified number of years of vesting service. For early retirement, the benefit is the monthly accrued benefit, reduced by early retirement reduction factors outlined in the Plan.

A participant shall also be eligible for a deferred vested pension if his or her employment is terminated for any reason before death after completion of at least 1,700 hours of continuous employment. Payment of a participant's deferred vested pension shall commence as of his or her normal retirement date, or at early retirement age, 55, if proper application is made.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

Unless otherwise elected, a participant with an eligible spouse shall receive his or her pension in the form of a joint and survivor pension. Under this method, the participant shall receive a reduced pension during his or her lifetime and, upon his or her death, 50% or 60% (if a Greenville or Fostoria participant, respectively) of such reduced pension shall be paid to the eligible surviving spouse for the remainder of his or her lifetime.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's 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. See note C for a discussion of fair value measurements.

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Unless the Company pays the expenses of the Plan directly, expenses are paid for by the Plan.

NOTE C - FAIR VALUE MEASUREMENTS

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

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

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 the following:

- 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 specific (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. However, the determination of what constitutes observable requires judgment by the Plan's management. Plan management considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by multiple independent sources that are actively involved in the relevant market. The categorization of an investment within the fair value hierarchy is based on the pricing transparency of the investment and does not necessarily correspond to Plan management's perceived risk of that investment.

The 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.

Pooled separate accounts - Valued at the net asset value (NAV) provided by the administrator of the investment. The NAV is based on the value of the underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end. Redemptions are permitted daily. The NAV's unit price is quoted on a private market that is not active.

The preceding method may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

The following table presents, by level, the Plan's assets within the fair value hierarchy as of December 31:

	2013			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Fixed income ^(e)	\$ -	\$35,760,593	\$ -	\$35,760,593
Total assets at fair value	\$ -	\$35,760,593	\$ -	\$35,760,593
	2012			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large U.S. equity ^(a)	\$ -	\$12,279,444	\$ -	\$12,279,444
Small/mid U.S. equity ^(b)	-	6,824,251	-	6,824,251
International equity ^(c)	-	3,086,923	-	3,086,923
Balanced asset allocation ^(d)	-	489,457	-	489,457
Fixed income ^(e)	-	15,226,557	-	15,226,557
Total assets at fair value	\$ -	\$37,906,632	\$ -	\$37,906,632

- (a) The investment seeks to provide long-term growth of capital. The fund invests primarily in equity securities of companies with any market capitalization, but has a greater exposure to large market capitalization companies than small or medium market capitalization companies. It invests in equity securities with value and/or growth characteristics and constructs an investment portfolio that has a "blend" of equity securities with these characteristics. Investing in value equity securities is an investment strategy that emphasizes buying equity securities that appear to be undervalued. The fund has daily liquidity and no redemption restrictions.
- (b) The investment seeks long-term growth of capital. The fund normally invests at least 80% of its net assets, plus any borrowings for investment purposes, in equity securities of companies with medium market capitalizations at the time of purchase. It invests in foreign securities. The fund invests in equity securities with value and/or growth characteristics and constructs an investment portfolio that has a "blend" of equity securities with these characteristics. Investing in value equity securities is an investment strategy that emphasizes buying equity securities that appear to be undervalued. The fund has daily liquidity and no redemption restrictions.
- (c) The investment seeks long-term growth of capital. The fund invests primarily in equity securities of companies domiciled in any of the nations of the world, including those in countries with emerging markets. It has no limitation on the percentage of assets that are invested in any one country or denominated in any one currency, but the fund typically invests in at least 30 countries. The fund invests in equity securities of small, medium and large market capitalization companies. The fund has daily liquidity and no redemption restrictions.
- (d) The investment strategy of the fund is to invest in a mixture of safety, income and modest capital appreciation. The fund has daily liquidity and no redemption restrictions.
- (e) The investment strategy of the fund is to invest with a strategy of a high level of current income consistent with safety and preservation of capital.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

NOTE D - INVESTMENTS

The following table presents the fair value of instruments that represent 5% or more of the Plan's net assets at December 31:

	2013	2012
Principal Life Insurance Company (Principal)		
Pooled separate accounts		
Principal Large Cap S&P 500 Index Separate Account - R6	N/A	\$11,822,496
Principal Mid Cap S&P 400 Index Separate Account - R6	N/A	2,386,573
Principal Small Cap S&P 600 Index Separate Account - R6	N/A	2,568,256
Principal Diversified International Separate Account - R6	N/A	2,852,043
Principal Core Plus Bond I Separate Account - R6	N/A	7,310,769
Principal LDI Extended Duration Separate Account - I3	\$11,615,222	2,662,376
Principal LDI Long Duration Separate Account - I3	6,026,181	3,710,349
Principal LDI Intermediate Duration Separate Account - I3	18,119,190	N/A

NOTE E - ACTUARIAL VALUATION OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries.

The actuarial present value of accumulated Plan benefits is determined by an actuary from Mercer Human Resource Consulting and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of December 31, 2012, included (1) life expectancy of participants - the IRS Prescribed Mortality table was used projected with mortality improvements to the valuation year; (2) assumed average rates of return of 7.0%; (3) retirement age - a graduated table starting at age 55, with 100% retirement by age 65 and (4) assumed interest rate of 5% decreased from 7%. In addition, future increases in employee compensation and Social Security wage base were not included.

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.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

The actuarial present value of accumulated Plan benefits as of December 31, 2012, was as follows:

Actuarial present value of accumulated Plan benefits	
Vested benefits	
Participants currently receiving benefits	\$ 8,104,873
Other participants	<u>19,583,744</u>
Total vested benefits	27,688,617
Non-vested benefits	<u>3,432,957</u>
Total actuarial present value of accumulated Plan benefits	<u>\$31,121,574</u>

The change in the actuarial present value of accumulated Plan benefits for the year ended December 31, 2012, consists of the following:

Actuarial present value of accumulated Plan benefits as of	
December 31, 2011	\$21,617,594
Change during the year attributable to	
Benefits accumulated and actuarial experience	983,472
Change in assumptions	7,505,166
Benefits paid	(481,328)
Increase for interest due to decrease in discount period	<u>1,496,670</u>
Net increase	<u>9,503,980</u>
Actuarial present value of accumulated Plan benefits as of	
December 31, 2012	<u>\$31,121,574</u>

NOTE F - TERMINATION OF PLAN

Although the Company has not expressed any intention of terminating the Plan, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, distribution of the Plan assets shall be made to the participants according to the provisions for such distribution in the Plan document.

If the Plan terminates, a portion of the benefits under the Plan is insured by the Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, and may also depend on the level of benefits guaranteed by the PBGC.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

NOTE G - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Principal. Principal is the custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Certain costs of administering the Plan are paid by the Company and are not material to the total assets of the Plan.

NOTE H - INFORMATION CERTIFIED BY CUSTODIAN

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

- Investments, at fair value, as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012.
- Net (depreciation) appreciation in fair value of pooled separate accounts, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012.
- Schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2013.
- Schedule H, line 4j - schedule of reportable transactions for the years ended December 31, 2013.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE I - TAX STATUS

The Plan administrator believes that the Plan is designed and is currently operating in compliance with applicable requirements of the Internal Revenue Code (IRC). The Plan administrator plans to submit a determination letter to the Internal Revenue Service (IRS) during the next applicable cycle.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax 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 any periods in progress. The Plan administrator believes it is no longer subject to income tax examinations prior to 2011.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2013 and 2012

NOTE J - RISKS AND UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated Plan benefits is 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 K - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2013, financial statements for subsequent events through August 12, 2014, the date the financial statements were available to be issued. There were no subsequent events that require recognition or additional disclosure in these financial statements.

SUPPLEMENTAL SCHEDULES

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment	(d) Cost	(e) Current value
*	Principal Life Insurance Company	Principal LDI Extended Duration Separate Account - I3	\$ 13,920,021	\$ 11,615,222
*	Principal Life Insurance Company	Principal LDI Long Duration Separate Account - I3	6,179,668	6,026,181
*	Principal Life Insurance Company	Principal LDI Intermediate Duration Separate Account - I3	18,852,012	18,119,190
			<u>\$ 38,951,701</u>	<u>\$ 35,760,593</u>

*Represents a party-in-interest.

Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
Year ended December 31, 2013

Description of asset	(a) Total number of purchases	(b) Total number of sales	(c) Purchase price	(d) Selling price	(e) Expense incurred with transaction	(f) Cost of asset	(g) Current value of asset on transaction date	(h) Net gain (loss)
Series of transactions								
Principal LDI Intermediate Duration Separate Account	4	-	\$ 5,125,783	\$ -	\$ -	\$ 5,125,783	\$ 5,125,783	\$ -
Principal LDI Intermediate Duration Separate Account	-	12	-	934	-	942	934	(8)
Principal Core Plus Bond I Separate Account	-	3	-	7,305,452	-	6,569,266	7,305,452	736,186
Principal LDI Extended Duration Separate Account	4	-	11,172,380	-	-	11,172,380	11,172,380	-
Principal LDI Extended Duration Separate Account	-	12	-	2,401	-	2,434	2,401	(33)
Principal LDI Long Duration Separate Account	9	-	15,923,710	-	-	15,923,710	15,923,710	-
Principal LDI Long Duration Separate Account	-	60	-	755,338	-	793,807	755,338	(38,469)
Principal U.S. Property Separate Account	3	-	1,430,513	-	-	1,430,513	1,430,513	-
Principal U.S. Property Separate Account	-	1	-	2,068,253	-	1,920,390	2,068,253	147,863
Principal Diversified Real Assets	3	-	1,437,470	-	-	1,437,470	1,437,470	-
Principal Diversified Real Assets	-	1	-	1,932,583	-	1,927,346	1,932,583	5,237
Principal Large Cap S&P 500 Index Separate Account	-	4	-	12,468,024	-	9,771,937	12,468,024	2,696,087
Principal Mid Cap S&P 400 Index Separate Account	-	3	-	2,535,052	-	1,935,380	2,535,052	599,672
Principal Small Cap S&P 600 Index Separate Account	-	3	-	2,704,378	-	2,059,910	2,704,378	644,468
Principal Large Cap S&P 500 Index Separate Account	-	3	-	2,935,591	-	2,448,096	2,935,591	487,495

SCHEDULE H, line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

SCHEDULE H, line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

R P B U E

F G

EIN 80 0697545

PLAN NUMBER 002

PLAN YEAR 01/01/2013 TO 12/31/2013

DESCRIPTION OF ASSET	(A) Total Number of Purchases	(B) Total Number of Sales	(C) Total Value of Purchases	(D) Total Value of Sales	(E) Net Gain/(Loss)
Pooled Separate Accounts PRINCIPAL LDI INTERMEDIATE DUR	4		\$ 5,125,782.98		\$ 0.00
Pooled Separate Accounts PRINCIPAL LDI INTERMEDIATE DUR		12		\$ 933.52	\$ 8.45-
Pooled Separate Accounts PRINCIPAL CORE PLUS BOND I SEP		3		\$ 7,305,451.61	\$ 736,186.07
Pooled Separate Accounts PRINCIPAL LDI EXTENDED DURATIO	4		\$ 11,172,380.02		\$ 0.00
Pooled Separate Accounts PRINCIPAL LDI EXTENDED DURATIO		12		\$ 2,400.50	\$ 33.11-
Pooled Separate Accounts PRINCIPAL LDI LONG DURATION SE	9		\$ 15,923,710.23		\$ 0.00
Pooled Separate Accounts PRINCIPAL LDI LONG DURATION SE		60		\$ 755,338.21	\$ 38,468.49-
Pooled Separate Accounts PRINCIPAL U.S. PROPERTY SEPARA	3		\$ 1,430,513.34		\$ 0.00
Pooled Separate Accounts PRINCIPAL U.S. PROPERTY SEPARA		1		\$ 2,068,252.64	\$ 147,862.54
Pooled Separate Accounts PRINCIPAL DIVERSIFIED REAL ASS	3		\$ 1,437,469.64		\$ 0.00
Pooled Separate Accounts PRINCIPAL DIVERSIFIED REAL ASS		1		\$ 1,932,582.73	\$ 5,236.33
Pooled Separate Accounts PRINCIPAL LARGE CAP S&P 500 IND		4		\$ 12,468,024.05	\$ 2,696,087.09
Pooled Separate Accounts PRINCIPAL MIDCAP S&P 400 INDEX		3		\$ 2,535,051.60	\$ 599,671.29
Pooled Separate Accounts PRINCIPAL SMALLCAP S&P 600 IND		3		\$ 2,704,377.56	\$ 644,467.33
Pooled Separate Accounts PRINCIPAL DIVERSIFIED INTERNAT		3		\$ 2,935,591.39	\$ 487,495.39

* Schedule is prepared using the alternative way of reporting (iii) series transactions under DOL Regulation 2520.103-6(d)(2).

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

R P B U E

EIN 80 0697545
PLAN NUMBER 002
PLAN YEAR 01/01/2013 TO 12/31/2013

(A)	(B) Identity of issuer, 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
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LDI EXT DUR SEP ACCT-I3	\$ 13,920,021.26	\$ 11,615,221.88
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LDI INTRM DUR SEP ACCT-I3	\$ 6,179,668.28	\$ 6,026,180.90
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LDI LONG DURATION SA-I3	\$ 18,852,011.60	\$ 18,119,189.97

Schedule SB, Line 26 - Schedule of Active Participant Data
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Form 5500 - Schedule of Active Participation Data							Valuation Date 01/01/2013			
YEARS OF CREDITED SERVICE										
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
Attained Age	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
Under 25	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	0	0	0	0	0	0	0	0
30 to 34	0	0	0	0	0	0	0	0	0	0
35 to 39	0	0	0	1	0	1	0	0	0	0
40 to 44	0	0	0	0	0	14	0	0	0	0
45 to 49	0	0	0	1	1	9	0	0	0	0
50 to 54	0	0	0	4	6	15	6	12	6	0
55 to 59	0	0	2	1	1	5	2	16	21	1
60 to 64	0	0	0	0	0	2	0	1	7	2
65 to 69	0	0	0	0	0	1	0	0	0	0
70 & up	0	0	0	0	0	0	0	0	0	0

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Assumptions Prescribed by Law			
Mortality	During Benefit Payment Period IRS Prescribed Mortality - Optional Combined Table for Small Plans, male and female.		
	Before Benefit Payment Period IRS Prescribed Mortality - Optional Combined Table for Small Plans, male and female.		
Assumptions Selected by Actuary			
Asset Return	5.35% for the current plan year.		
Expected Expense	\$26,000 included in Target Normal Cost.		
Retirement Age	Greenville active participants are assumed to retire according to the schedule below:		
	Age	Probability of Retirement	
		Less than 30 years of vesting service	30 or more years of vesting service
	Under 55	0%	0%
	55 - 59	5%	8%
	60 - 61	10%	30%
	62 - 64	40%	40%
	65+	Remaining Participants	Remaining Participants
	Fostoria active participants are assumed to retire at the earlier of:		
	• Age 55 and 30 years of accrual service • Age 62 and 10 years of accrual service • Age 65 and 5 years of accrual service		
Inactive participants are assumed to retire at age 65.			
Disability	1987 Commissioner’s Group Disability Table, six month elimination period, male and female.		
Supplemental Disability	Eligibility for unreduced Social Security benefits at age 62 or later.		

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Medicare Rebate	100% of participants enroll at age 65.
Marriage	85% married; husbands are 3 years older than wives. Fostoria – of those participants married, 95% choose a 60% joint and life annuity, and 5% choose a straight life annuity. Greenville – of those participants married, 75% choose a 50% joint and life annuity, and 25% choose a straight life annuity.
Form of Benefit	Participants are assumed to receive their benefits on the normal form at the assumed retirement age.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Withdrawal

	Probability of Withdrawal					
Age	0	1	2	3	4	5+
15	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
16	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
17	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
18	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
19	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
20	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
21	25.0%	25.0%	25.0%	20.0%	20.0%	20.0%
22	24.0%	24.0%	24.0%	20.0%	20.0%	20.0%
23	23.0%	23.0%	23.0%	19.0%	19.0%	15.5%
24	22.0%	22.0%	22.0%	18.0%	18.0%	14.5%
25	21.0%	21.0%	21.0%	17.5%	17.5%	13.5%
26	20.5%	20.5%	20.5%	17.5%	17.0%	13.0%
27	20.0%	20.0%	20.0%	17.5%	16.5%	12.5%
28	19.5%	19.5%	19.5%	17.5%	16.0%	12.5%
29	19.0%	19.0%	19.0%	17.5%	15.5%	12.0%
30	18.5%	18.5%	18.5%	17.5%	15.0%	12.0%
31	18.0%	18.0%	18.0%	17.0%	14.5%	11.5%
32	18.0%	18.0%	18.0%	16.5%	14.0%	11.0%
33	18.0%	18.0%	18.0%	16.0%	13.5%	11.0%
34	17.5%	17.5%	17.5%	15.5%	13.0%	10.5%
35	17.5%	17.5%	17.5%	15.0%	12.0%	10.0%
36	17.0%	17.0%	17.0%	15.0%	12.0%	9.4%
37	16.5%	16.5%	16.5%	14.5%	12.0%	8.8%
38	16.0%	16.0%	16.0%	14.5%	11.5%	8.2%
39	15.5%	15.5%	15.5%	14.0%	11.5%	7.6%
40	15.0%	15.0%	15.0%	13.5%	11.0%	7.0%
41	15.0%	15.0%	15.0%	13.0%	10.5%	6.8%
42	15.0%	15.0%	15.0%	12.5%	10.0%	6.6%
43	15.0%	15.0%	15.0%	12.0%	10.0%	6.4%
44	15.0%	15.0%	15.0%	11.5%	9.5%	6.2%
45	15.0%	15.0%	15.0%	11.0%	9.0%	6.0%
46	15.0%	15.0%	15.0%	10.5%	9.0%	5.8%
47	15.0%	15.0%	15.0%	10.0%	8.5%	5.6%
48	15.0%	15.0%	15.0%	10.0%	8.0%	5.4%
49	15.0%	15.0%	15.0%	9.5%	7.5%	5.2%
50	15.0%	15.0%	15.0%	9.0%	7.0%	5.0%
51	15.0%	15.0%	15.0%	9.0%	7.0%	5.0%
52	15.0%	15.0%	15.0%	9.0%	7.0%	5.0%
53	15.0%	15.0%	15.0%	9.0%	7.0%	5.0%
54	15.0%	15.0%	15.0%	9.0%	7.0%	5.0%

Methods Prescribed by Law	
Liability Measure	Funding target is the present value of the benefits accrued on the valuation date. Target Normal Cost is based on benefits expected to accrue during the current plan year and includes an estimate of plan expenses for the year.
Methods Selected by Plan Sponsor	
Asset Method	The asset valuation method is prescribed by law for plans that elect to use a value other than market value. For each of the preceding two years, an expected value of assets at the end of the year is compared to the end of year market value. The resulting gain or loss is recognized evenly over three plan years. The expected value includes contributions, distributions, any deducted administrative expenses, and expected earnings (based on the lesser of the assumed interest rate or the Maximum Allowable Rate). The deferred gains and losses are added to the current market value and then restricted to no more than 110% and no less than 90% of that market value. When actual returns exceed the assumed return, the actuarial value of assets will lag below market value. The lag and the smoothing effect are limited since the value must be within 10% of market value.
Segment Rates	24 month average with no weighting to prior law basis. Use rates where August is the last month included in the average.
PBGC Premium Basis	Premiums are calculated using the special segment rates (no 24-month averaging) in effect on the valuation date.
Methods Elected by Actuary	
Retirees	Assets and liabilities for current and future retirees are included.
Vested Benefits	A benefit is included in vested benefits when the participant will meet age and service eligibility requirements at the valuation date. The benefit is multiplied by the participant's vesting percentage applicable to each benefit on the valuation date. The following ancillary benefits are always treated as nonvested: disability benefits payable to retirement age unless in pay status, and pre-retirement death benefits in excess of the Survivor Annuity Death Benefit except as noted in the Plan Provisions.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Assumptions and Methods Elected by Actuary Plan Accounting (ASC 960)	
With the exceptions below, all assumptions and methods are the same as those used in determining your plan's regular Funding Target and Target Normal Cost.	
Interest Rate Used to Value Liabilities	5.00%

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 <u>Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FRAM Group Operations LLC</u>	D Employer Identification Number (EIN) <u>80-0697545</u>	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>		
2	Assets:		
	a Market value	2a	<u>37906632</u>
	b Actuarial value	2b	<u>36132528</u>
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	<u>40</u>
	b For terminated vested participants.....	3b	<u>148</u>
	c For active participants:		
	(1) Non-vested benefits	3c(1)	<u>2958289</u>
	(2) Vested benefits	3c(2)	<u>11566305</u>
	(3) Total active.....	3c(3)	<u>138</u>
	d Total.....	3d	<u>326</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	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	<u>6.40 %</u>
6	Target normal cost	6	<u>437921</u>

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

SIGN HERE	<u>LMK</u> Signature of actuary	<u>6-5-2014</u> Date
	<u>Linda M. Kirk</u> Type or print name of actuary	<u>1406140</u> Most recent enrollment number
	<u>Principal Financial Group</u> Firm name	<u>515-248-2947</u> Telephone number (including area code)
	<u>PO Box 9394 Des Moines, IA 50306-9394</u> Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

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>13.71</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)		0
b Interest on (a) using prior year's effective interest rate of <u>5.72</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	141.44 %
15 Adjusted funding target attainment percentage	15	141.44 %
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	128.76 %
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
Totals ▶			18(b)	0	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	0
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

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 61
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	437921
b Excess assets, if applicable, but not greater than line 31a		31b	437921
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	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
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
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

The weighted average retirement age is weighted by the number of active participants whose assumed retirement age occurs at each age.

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
55	64.36	0.1490	9.59	527.44
56	63.09	0.0658	4.15	232.58
57	69.11	0.0577	3.99	227.50
58	74.12	0.0676	5.01	290.46
59	77.96	0.0931	7.26	428.17
60	76.43	0.2264	17.31	1,038.43
61	61.75	0.2140	13.21	805.98
62	48.33	0.5640	27.26	1,690.15
63	22.34	0.4000	8.94	562.94
64	13.90	0.4000	5.56	355.90
65	8.01	1.0000	8.01	520.42
66	1.00	1.0000	1.00	66.00
Total			111.28	6,745.97
Average				60.62

Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

This report reflects the maximum benefit limits under Internal Revenue Code (IRC) Section 415 and maximum compensation limits under IRC Section 401 in effect on the first day of each plan year.

The following is a summary of plan provisions and does not alter the intent or meanings of the provisions contained in the contract or plan document. This report reflects the provisions of the plan signed 10/05/2011 including Amendment #1 signed 07/16/2012.

Plan Eligibility	
Greenville, OH location:	
Class	Represented for collectively bargaining purposes by the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (UAW) Local Union No. 2413. The following individuals will not be eligible: non-hourly employees, leased employees, independent contract employees, consultants, persons only serving as a director, Tier 2 Greenville employees, and individuals who are not employed at the Consumer Products Group Facility at Greenville, OH. Effective May 22, 2011, no new Greenville employees shall enter the plan.
Fostoria, OH location:	
Service	One year of service in which at least 1,000 hours worked.
Class	Represented for collectively bargaining purposes by the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (UAW) Local Union No. 533. The following individuals will not be eligible: non-hourly employees, leased employees, independent contract employees and individuals who are not employed at the Filters & Spark Plugs Facility at Fostoria, OH. Fostoria Tier 2 bargained employees hired on or after 11/01/2011 will not be eligible to enter the plan.

Normal Retirement Benefit																	
Age	The later of attained age 65 or 5 years after plan entry.																
Form	Monthly annuity payable for life (optional forms may be elected in advance of retirement).																
Greenville, OH location:																	
Amount (accrued benefit)	The difference of (a) and (b): (a) \$38.50 multiplied by accrual service. (b) The actuarial value of the amount of any payments for loss of earnings under any program organized under State or Federal law to which FRAM Group Operations LLC has contributed unless such payments are fixed statutory payment for loss of use of any bodily member, Social Security payments, or payments/allowances for disabilities incurred in the military service of the United States, PLUS the benefit payable under any other qualified defined benefit plan contributed to by FRAM Group Operations LLC for a period of employment a participant received accrual service under this plan.																
Fostoria, OH location:																	
Amount (accrued benefit)	The difference of (a) and (b): (a) Pension factor multiplied by accrual service. <table><tr><th>Benefit Class Code</th><th>Maximum Base Hourly Rate of Job Classification</th><th>Pension Factor</th></tr><tr><td>A</td><td>\$20.79 or less</td><td>\$44.55</td></tr><tr><td>B</td><td>\$20.795 through \$20.95</td><td>\$44.80</td></tr><tr><td>C</td><td>\$20.955 through \$21.49</td><td>\$45.05</td></tr><tr><td>D</td><td>\$21.495 or more</td><td>\$45.30</td></tr></table> Benefit class code is determined based on the job classification held for the greatest number of calendar days during the 24 consecutive months immediately before the last day worked, and is based on maximum straight-time hourly rate. (b) The benefit payable under any FRAM Group Operations LLC retirement plan for salaried employees for a period of employment a participant received accrual service under this plan, PLUS any disability benefit, provided by premiums, taxes or other payments paid by FRAM Group Operations LLC, not including those payable based on need, because of military service or under the Federal Social Security Act, PLUS Workers Compensation provided by premiums, assessments, taxes, or other payments paid by FRAM Group Operations LLC.		Benefit Class Code	Maximum Base Hourly Rate of Job Classification	Pension Factor	A	\$20.79 or less	\$44.55	B	\$20.795 through \$20.95	\$44.80	C	\$20.955 through \$21.49	\$45.05	D	\$21.495 or more	\$45.30
Benefit Class Code	Maximum Base Hourly Rate of Job Classification	Pension Factor															
A	\$20.79 or less	\$44.55															
B	\$20.795 through \$20.95	\$44.80															
C	\$20.955 through \$21.49	\$45.05															
D	\$21.495 or more	\$45.30															

Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Greenville – Age 55 Early Retirement Benefit																																								
Age	Attained age 55.																																							
Status	Active participant.																																							
Form	Same as normal retirement benefit.																																							
Amount	Accrued benefit on early retirement date reduced according to the table below to reflect that early retirement date precedes normal retirement date. <table> <tr> <th rowspan="2">Age</th><th colspan="2">Percentage of Accrued Benefit</th></tr> <tr> <th>Less than 30 years of vesting service</th><th>30 or more years of vesting service</th></tr> <tr><td>65</td><td>100.0%</td><td>100.0%</td></tr> <tr><td>64</td><td>97.0%</td><td>97.5%</td></tr> <tr><td>63</td><td>94.0%</td><td>95.0%</td></tr> <tr><td>62</td><td>91.0%</td><td>92.5%</td></tr> <tr><td>61</td><td>88.0%</td><td>90.0%</td></tr> <tr><td>60</td><td>85.0%</td><td>87.5%</td></tr> <tr><td>59</td><td>82.0%</td><td>85.0%</td></tr> <tr><td>58</td><td>79.0%</td><td>82.5%</td></tr> <tr><td>57</td><td>76.0%</td><td>80.0%</td></tr> <tr><td>56</td><td>73.0%</td><td>77.5%</td></tr> <tr><td>55</td><td>70.0%</td><td>75.0%</td></tr> </table>		Age	Percentage of Accrued Benefit		Less than 30 years of vesting service	30 or more years of vesting service	65	100.0%	100.0%	64	97.0%	97.5%	63	94.0%	95.0%	62	91.0%	92.5%	61	88.0%	90.0%	60	85.0%	87.5%	59	82.0%	85.0%	58	79.0%	82.5%	57	76.0%	80.0%	56	73.0%	77.5%	55	70.0%	75.0%
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Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Fostoria – 60 & 10 Early Retirement Benefit									
Age	Attained age 60.								
Service	10 years of vesting service.								
Status	Active participant.								
Form	Same as normal retirement benefit								
Amount	Sum of (a) and (b), not more than 70% of final monthly base pay if supplemental benefit is payable: (a) Accrued benefit on early retirement date reduced according to the table below to reflect that early retirement date precedes normal retirement date. <table data-bbox="727 726 1192 924"> <tr> <th>Age</th><th>Percentage of Accrued Benefit</th></tr> <tr> <td>62</td><td>100.0%</td></tr> <tr> <td>61</td><td>93.3%</td></tr> <tr> <td>60</td><td>86.7%</td></tr> </table> (b) A supplemental benefit equal to \$45.15 multiplied by accrual service, payable to the earlier of (i) age 62 and 1 month or (ii) eligible for unreduced Social Security benefit.	Age	Percentage of Accrued Benefit	62	100.0%	61	93.3%	60	86.7%
Age	Percentage of Accrued Benefit								
62	100.0%								
61	93.3%								
60	86.7%								

Fostoria – Rule of 85 or 30 years Early Retirement Benefit																																																																					
Age + Service	Attained age 55 and the sum age and accrual service total at least 85, or 30 years of accrual service.																																																																				
Status	Active participant.																																																																				
Form	Same as normal retirement benefit.																																																																				
Amount	Sum of (a) and (b) , not more than 70% of final monthly base pay if supplemental benefit is payable: (a) Accrued benefit on early retirement date reduced according to the table below to reflect that early retirement date precedes normal retirement date. <table><tr><th>Age</th><th>Percentage of Accrued Benefit</th><th>Age</th><th>Percentage of Accrued Benefit</th><th>Age</th><th>Percentage of Accrued Benefit</th></tr><tr><td>62</td><td>100.0%</td><td>55</td><td>57.9%</td><td>48</td><td>32.8%</td></tr><tr><td>61</td><td>93.3%</td><td>54</td><td>53.2%</td><td>47</td><td>30.4%</td></tr><tr><td>60</td><td>86.7%</td><td>53</td><td>48.9%</td><td>46</td><td>28.2%</td></tr><tr><td>59</td><td>80.8%</td><td>52</td><td>45.0%</td><td>45</td><td>26.1%</td></tr><tr><td>58</td><td>75.2%</td><td>51</td><td>41.5%</td><td>44</td><td>24.3%</td></tr><tr><td>57</td><td>69.4%</td><td>50</td><td>38.3%</td><td>43</td><td>22.6%</td></tr><tr><td>56</td><td>63.5%</td><td>49</td><td>35.4%</td><td>42</td><td>21.0%</td></tr></table> Once participant reaches age 62 and 1 month, the retirement benefit is redetermined with no reduction. (b) A supplemental benefit payable to the earlier of (i) age 62 and 1 month or (ii) eligible for unreduced Social Security benefit, equal to (1) or (2): (1) If 30 or more years of accrual service, \$2,762.50 less the reduced benefit. (2) If less than 30 years of accrual service, pension factor shown in the table below multiplied by accrual service. <table><tr><th>Age at Retirement</th><th>Pension Factor</th></tr><tr><td>61</td><td>45.15</td></tr><tr><td>60</td><td>45.15</td></tr><tr><td>59</td><td>40.40</td></tr><tr><td>58</td><td>35.65</td></tr><tr><td>57</td><td>30.90</td></tr><tr><td>56</td><td>26.15</td></tr><tr><td>55</td><td>21.40</td></tr></table>					Age	Percentage of Accrued Benefit	Age	Percentage of Accrued Benefit	Age	Percentage of Accrued Benefit	62	100.0%	55	57.9%	48	32.8%	61	93.3%	54	53.2%	47	30.4%	60	86.7%	53	48.9%	46	28.2%	59	80.8%	52	45.0%	45	26.1%	58	75.2%	51	41.5%	44	24.3%	57	69.4%	50	38.3%	43	22.6%	56	63.5%	49	35.4%	42	21.0%	Age at Retirement	Pension Factor	61	45.15	60	45.15	59	40.40	58	35.65	57	30.90	56	26.15	55	21.40
Age	Percentage of Accrued Benefit	Age	Percentage of Accrued Benefit	Age	Percentage of Accrued Benefit																																																																
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Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Late Retirement Benefit	
Age	No maximum age
Form	Same as normal retirement benefit.
Amount	Accrued benefit on late retirement date.

Medicare Rebate	
Status	Either (a) or (b): (a) Active participant when monthly retirement benefits begin on early retirement date, normal retirement date, or late retirement date or receiving a disability benefit. (b) Surviving spouse of an active participant eligible for early or normal retirement but not yet receiving benefits on date of death.
Greenville, OH location:	
Eligibility	Age 65 and enrolled in Medicare Part B or Medicare+Choice.
Amount	\$20
Fostoria, OH location:	
Eligibility	If an active participant, then the earlier of (a) and (b): (a) Age 65 and enrolled in Medicare Part B or Medicare+Choice, (b) Not yet 65 and proof of enrollment in Medicare Part B or Medicare+Choice on approved form. If a surviving spouse, then enrolled in Medicare Part B or Medicare+Choice.
Amount	Lesser of (a) or (b): (a) \$64, (b) Standard Medicare Part B premium.

Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Termination Benefit			
Vesting Percentage	100% after five years of vesting service.		
Status	Inactive participant.		
Form	Same as normal retirement benefit.		
Greenville, OH location:			
Eligibility	Age 55.		
Fostoria, OH location:			
Eligibility	Age 55 and the sum of age and accrual service is at least 85, or age 60.		
Greenville, OH & Fostoria, OH locations:			
Amount	Product of (a) and (b):		
	(a) Accrued benefit on termination date, reduced according to the table below to reflect that early retirement date precedes normal retirement date,		
	Age	Percentage of Accrued Benefit	
		Greenville	Fostoria
	65	100.0%	100.0%
	64	97.0%	93.3%
	63	94.0%	86.6%
	62	91.0%	80.0%
	61	88.0%	73.3%
	60	85.0%	66.6%
	59	82.0%	63.3%
	58	79.0%	60.0%
	57	76.0%	56.6%
	56	73.0%	53.3%
55	70.0%	50.0%	
(b) Vesting percentage.			

Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Disability Benefit	
Service	10 years of vesting service.
Eligibility	Totally and permanently disabled.
Greenville, OH location:	
Amount & Form	Sum of (a) and (b): (a) Accrued benefit on date of disability, payable to the earlier of recovery, death, or retirement. (b) \$38.50 multiplied by accrual service (maximum 30 years), payable to the earlier of age 62 or date eligible for unreduced Social Security benefits. If disability payments continue to normal retirement date, the participant's normal retirement benefit is payable based upon the accrued benefit on the date of disability.
Fostoria, OH location:	
Amount & Form	Sum of (a) and (b): (a) Accrued benefit on date of disability, payable to the earlier of recovery, death, or retirement. (b) \$47.55 multiplied by accrual service (maximum 30 years), payable to the earlier of age 62 or date eligible for unreduced Social Security benefits. If disability payments continue to normal retirement date, the participant's normal retirement benefit is payable based upon the accrued benefit on the date of disability.

Death Benefit	
Form	If an active participant on the date of death, then a monthly annuity payable to the spouse, deferred to participant's earliest retirement date if later than the date of death. If not an active participant on date of death, then a monthly annuity payable to the spouse, deferred to participant's earliest retirement date, if eligible for early retirement date on date of death, otherwise normal retirement date. If the value of the spouse's death benefit is \$5,000 or less, then a single sum payable to the spouse.
Greenville, OH location:	
Eligibility	Qualified married participant with a vested accrued benefit.
Amount	If death occurs, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his/her normal or earliest retirement age, retired with a qualified joint and 50% survivor annuity in effect, then died the next day.
Fostoria, OH location:	
Eligibility	Participant with a vested accrued benefit who is continuously married throughout the one-year period prior to the date of death.
Amount	If death occurs, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his/her normal or earliest retirement age, retired with a qualified joint and 60% survivor annuity in effect, then died the next day.

Schedule SB, Part V - Summary of Plan Provisions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Definitions	
Vesting Service	Each one year of service in which the participant has 1,000 or more hours of service, not less than accrual service.
Greenville, OH location:	
Accrual Service	The sum of (a) and (b): (a) One year of service for each service period ending on or after May 9, 1976, in which a participant has worked 1,700 or more hours of service. A partial year of service will be credited for fewer than 1,700 hours by dividing hours of service for the period by 1,700. (b) Service prior to May 9, 1976, determined under the provisions of the FRAM Corporation Employees' Retirement Plan on May 8, 1976.
Tier 2 Employee	A Greenville employee who was not actively employed by FRAM Group Operations LLC as of July 29, 2011 or was hired by a predecessor employer on or after May 22, 2011.
Totally and Permanently Disabled	Disabled as a result of a physical or mental condition either occupational or nonoccupational in cause, to the extent that he is completely prevented from performing work or engaging in any occupation for wage or profit, and has been continually disabled for 26 weeks. Initial written proof that the disability exists and has continued uninterrupted for at least 26 weeks must be furnished to the plan administrator.
Fostoria, OH location:	
Accrual Service	The sum of (a) and (b): (a) One year of service for each service period ending on or after January 1, 1973, in which a participant has worked 1,700 or more hours of service. A partial year of service will be credited for fewer than 1,700 hours by dividing hours of service for the period by 1,700. (b) Service prior to January 1, 1973, determined under the provisions of the Ford Motor – UAW Retirement Plan on December 31, 1972.
Tier 2 Employee	A Fostoria employee represented for collective bargaining purposes who is first hired on or after January 1, 2009.
Totally and Permanently Disabled	Disabled as a result of a bodily injury or disease, to the extent that he is completely prevented from performing work or engaging in any occupation for wage or profit. Such disability is expected to be permanent and continuous during the remainder of his life, and has been continuously disabled for five months. No employee shall be totally and permanently disabled if his incapacity resulted from service in the armed forces of any country, except if he has accumulated at least five years of seniority after separation from service in the armed forces and before such incapacity occurs. Initial written proof that the disability exists and has continued uninterrupted for at least five months must be furnished to the plan administrator.

Definitions, continued

Greenville, OH & Fostoria, OH locations:

**Optional Forms of
Benefit Payments**

The optional forms of benefit payments are:

- Monthly annuity payable for life,
- Single sum payment equal to the present value of the retirement benefit, if the value of the vested benefit is \$10,000 or less. The conversion basis uses the applicable interest rate and applicable mortality table as set forth in Code Section 417 for lump sum payments. The applicable interest rate uses the third calendar month preceding the first day of the stability period which is the plan year,
- Monthly annuity payable as a survivorship life annuity with survivorship percentages of 50 or 75, only applicable to the Greenville, OH location,
- Monthly annuity payable as a survivorship life annuity with survivorship percentages of 60 or 75, only applicable to the Fostoria, OH location. In the event of death or divorce, the amount will be restored to the amount that would have been payable if the Normal Form were elected.

Retired Employee Age Compared to Spouse Age	Conversion Factor – Survivorship Life Annuity		
	50%	60%	75%
10+ years younger	.005 Increase/yr, max 0.99	.975	.375 Increase/yr, max 0.8875
9 years younger	.935	.970	.87250
8 years younger	.930	.965	.86875
7 years younger	.925	.960	.86500
6 years younger	.920	.955	.86125
5 years younger	.915	.950	.85750
4 years younger	.910	.950	.85375
3 years younger	.905	.950	.85000
2 years younger	.900	.950	.85000
1 year younger	.895	.950	.85000
Same Age	.890	.950	.85000
1 year older	.885	.950	.85000
2 years older	.880	.950	.85000
3 years older	.875	.950	.85000
4 years older	.87	.950	.84625
5 years older	.865	.950	.84250
6 years older	.860	.945	.83875
7 years older	.855	.940	.83500
8 years older	.850	.935	.83125
9 years older	.845	.930	.82750
10+ years older	0.005 decrease each year	0.005 decrease each year	.375 decrease/yr min 0.775

Significant Event

The enrolled actuary has not been made aware that any significant events have occurred during the year.

Changes in Principal Eligibility or Benefit Provisions

There have been no changes in principal eligibility or benefit provisions since the last valuation.

Schedule SB, Line 24 – Change in Actuarial Assumptions
Retirement Plan for Bargaining Unit Employees of Fostoria and Greenville
EIN 80-0697545 Plan No. 002

Certain non-prescribed assumptions have been changed since last year. These assumptions were changed to better reflect the anticipated experience of your plan.

- The asset return for the current year has decreased from 7.00% to 5.35%. This rate is used in the calculation of the actuarial value of plan assets.

This assumption change had no impact on Funding Target; thus, does not require Commissioner approval.