Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SUPERIOR GRAPHITE CO. EMPLOYEE'S SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1983

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

SUPERIOR GRAPHITE COMPANY

10 SOUTH RIVERSIDE PLAZA
SUITE 1470
CHICAGO, IL 60606

2b Employer Identification Number (EIN)
36-1842430

2c Sponsor's telephone number
312-559-2999

2d Business code (see instructions)
324190

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.	08/26/2014	RONALD PAWELKO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] 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**	295
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**	299
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	8
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	308
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	308
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	275
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2T 3D

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)** [X] 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)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
SUPERIOR GRAPHITE CO. EMPLOYEE'S SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR GRAPHITE COMPANY

D Employer Identification Number (EIN)
36-1842430

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	7450	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMCENT INFL ADJBD IS - AMERICAN CE 44-0619208	0.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - STATE STREET 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON SMALL CAP - DST SYSTEMS, INC 43-1581814	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON SMALL CAP INST - DST SYSTEMS 43-1581814	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FKLN SM CAP GRTH ADV - FRANKLIN TE 94-3167260	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FKLN SMMIDCAP GRTH A - FRANKLIN TE 94-3167260	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK INTL I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER SM/MID CAP - U.S. BANCORP P.O. BOX 701 MILWAUKEE, WI 53201	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP EQUITY INCOME - T. ROWE PRICE 52-2269240	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SUPERIOR GRAPHITE CO. EMPLOYEE'S SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUPERIOR GRAPHITE COMPANY

D Employer Identification Number (EIN)
36-1842430

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-024	C	360501

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
SUPERIOR GRAPHITE CO. EMPLOYEE'S SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR GRAPHITE COMPANY

D Employer Identification Number (EIN)
36-1842430

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	0	0
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)	2628972	2904483
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	940175	952662
(9) Value of interest in common/collective trusts	1c(9)	0	360501
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17696104	22472824
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	21265251	26690470
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	21265251	26690470

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	1313642	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1313642
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	293	
(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)	39126	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		39419
(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)	1069021	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1069021
(3) Rents	2b(3)		0
(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)		7036
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3774473
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		6203591
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	770906	
(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)		770906
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	7466	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7466
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		778372
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5425219
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MCGLADREY **(2)** EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SUPERIOR GRAPHITE CO. EMPLOYEE'S SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR GRAPHITE COMPANY

D Employer Identification Number (EIN)
36-1842430

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Superior Graphite Co. Employees' Savings Plan

Financial Report
December 31, 2013

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McGladrey

Independent Auditor's Report

To the 401(k) Committee of
Superior Graphite Co. Employees' Savings Plan
Chicago, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

McGladrey LLP

Chicago, Illinois
August 14, 2014

Superior Graphite Co. Employees' Savings Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value:		
Shares of registered investment companies	**$ 25,377,308**	$ 20,325,076
Interest in common/collective trust	**360,501**	-
Receivables		
Notes receivable from participants	**952,859**	940,359
Total assets	**26,690,668**	21,265,435
Liabilities	**-**	-
Net Assets Available for Benefits, at fair value	**26,690,668**	21,265,435
Adjustment from fair value to contract value for fully benefit-responsive investment contract	**(5,434)**	-
Net Assets Available for Benefits	**$ 26,685,234**	$ 21,265,435

See Notes to Financial Statements.

Superior Graphite Co. Employees' Savings Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Net changes to net assets attributed to:	
Investment income:	
Net appreciation in registered investment companies investments	**$ 3,774,473**
Interest and dividends	**1,070,916**
	4,845,389
Interest income on notes receivable from participants	**39,140**
Contributions - participants	**1,313,642**
Total additions	**6,198,171**
Deductions from net assets attributed to:	
Benefits paid directly to participants	**770,906**
Administrative expenses	**7,466**
Total deductions	**778,372**
Net increase	**5,419,799**
Net assets available for benefits, at fair value:	
Beginning of year	**21,265,435**
End of year	**$ 26,685,234**

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Superior Graphite Co. Employees' Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan which covers all employees of the Superior Graphite Company (the Company). Employees become eligible to participate in the Plan on the first of the month following completion of three months of service and upon attainment of age 18. Eligible employees may become participants in the Plan on the first day of each month, following completion of the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may contribute up to 60 percent of their eligible compensation through payroll deductions not to exceed regulatory limits according to the Internal Revenue Code (IRC). An eligible employee will contribute 3 percent of their compensation beginning on the participant's entry date unless the eligible employee affirmatively elects otherwise. Participants may also contribute amounts representing distributions from other qualified plans. Catch-up contributions for those employees age 50 or older, bonus and after-tax employee contributions are also allowed, as defined in the Plan agreement. The Company may also elect to make a discretionary profit sharing contribution for each Plan year as determined by the Company's Board of Directors. Participants must be employed at the end of the Plan year in order to qualify for any discretionary profit-sharing contributions in 2013. There were no discretionary contributions made to the Plan in 2013. All contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contributions and receives allocations of discretionary profit-sharing contributions, if any, forfeitures, Plan earnings and administrative expenses. Allocations are based on participant compensation or account balances, as defined. Earnings include interest, dividends and changes in the fair value of investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Effective only to newly employed participants after February 25, 2003, a participant is 100 percent vested after three years of credited service based on a three-year cliff vesting schedule in any Company matching and/or discretionary profit-sharing contributions. Participants hired on February 25, 2003, and prior are 100 percent vested in Company contributions. Participants who attain retirement age, as defined, or terminate employment due to death or disability are 100 percent vested in their accounts.

Investment options: Participants may direct their account balances in a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time.

Payment of benefits: Upon termination of service, death, total and permanent disability, or retirement, a participant or his or her beneficiary is eligible to receive an amount equal to the value of the participant's account in the form of a lump-sum distribution, as described in the Plan agreement. Under certain conditions of financial hardship, as defined in the Plan agreement, participants may withdraw a portion or all of their vested account balances.

Forfeitures: At December 31, 2013 and 2012, forfeited non-vested accounts totaled $387. Forfeitures may be allocated to participants. During 2013, no forfeitures were allocated to participants.

Note 1. Plan Description (Continued)

Notes receivable from participants: Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 (reduced by the participant's highest outstanding loan balance in the preceding 12 months) or one-half of the participant's vested account balance one time each Plan year. Loans are to be repaid through payroll deductions over a period not to exceed 5 years, except for the purpose of purchasing a principal residence, in which case the term may not exceed 10 years. Interest is determined by the Plan Administrator based on prevailing market rates and is fixed over the life of the loan. Current interest rates range from 4.25 to 6.00 percent.

Note 2. Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Valuation of investments 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. The Plan's 401(k) Committee determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

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

Valuation of notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Accounting estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Payment of benefits: Benefits are recorded when paid.

Pending accounting pronouncements: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements.* The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. Management has not yet evaluated the effect of the adoption of ASU 2012-04.

Subsequent events: The Plan Administrator has evaluated subsequent events through August 14, 2014, the date the financial statements were available to be issued.

Note 3. Information Certified and Provided by Fidelity Management Trust Company (Fidelity)

The following is a summary of the Plan's asset and income information as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and income is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets and income:

	2013	2012
Shares of registered investment companies	$ 25,377,308	$ 20,325,076
Interest in common/collective trust (at fair value)	360,501	-
Interest in common/collective trust (at contract value)	355,067	-
Notes receivable from participants	952,859	940,359
Net appreciation in fair value of investments	$ 3,774,473	
Interest and dividends	1,069,314	
Interest in common/collective trusts	1,602	
Interest income on notes receivable from participants	39,140	

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Mutual Funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Interests in common/collective trust: Valued at the total NAV of underlying investments held by the trust at year-end.

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Bond Index Funds - Intermediate-Term Bond	$ 1,581,583	$ -	$ -	$ 1,581,583
Inflation-Protected Bond Fund	151,818	-	-	151,818
Domestic Equity Funds - Large Blend	353,912	-	-	353,912
Domestic Equity Funds - Large Growth	8,982,889	-	-	8,982,889
Domestic Equity Funds - Large Value	336,038	-	-	336,038
Domestic Equity Funds - Mid Blend	56,068	-	-	56,068
Domestic Equity Funds - Mid Value	214,132	-	-	214,132
Domestic Equity Funds - Small Blend	1,585,448	-	-	1,585,448
Foreign Equity Funds - Large Value	933,849	-	-	933,849
International/Global Funds - Broadly Diversified	628,591	-	-	628,591
Large Blend	888,772	-	-	888,772
Lifecycle - Large Blend	4,903,172	-	-	4,903,172
Lifecycle - Large Growth	22,826	-	-	22,826
Mid-Cap Growth	149,109	-	-	149,109
Mid-Cap Value	186,565	-	-	186,565
Money Market	2,904,483	-	-	2,904,483
Small Growth	718,606	-	-	718,606
Small Blend	779,447	-	-	779,447
Interests in common/collective trusts				
Managed Income Portfolios	-	360,501	-	360,501
Total assets at fair value	$ 25,377,308	$ 360,501	$ -	$ 25,737,809

Note 4. Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Bond Index Funds - Intermediate-Term Bond	$ 1,899,766	$ -	$ -	$ 1,899,766
Inflation-Protected Bond Fund	350,619	-	-	350,619
Domestic Equity Funds - Large Blend	299,270	-	-	299,270
Domestic Equity Funds - Large Growth	7,131,247	-	-	7,131,247
Domestic Equity Funds - Large Value	219,027	-	-	219,027
Domestic Equity Funds - Mid Blend	75,361	-	-	75,361
Domestic Equity Funds - Mid Value	126,131	-	-	126,131
Domestic Equity Funds - Small Blend	1,139,674	-	-	1,139,674
Foreign Equity Funds - Large Value	670,014	-	-	670,014
International/Global Funds - Broadly Diversified	518,450	-	-	518,450
Large Blend	797,889	-	-	797,889
Lifecycle - Large Blend	2,891,375	-	-	2,891,375
Lifecycle - Large Growth	7,774	-	-	7,774
Mid-Cap Growth	659,721	-	-	659,721
Mid-Cap Value	157,963	-	-	157,963
Money Market	2,628,972	-	-	2,628,972
Small Growth	176,965	-	-	176,965
Small Blend	574,858	-	-	574,858
Total assets at fair value	$ 20,325,076	$ -	$ -	$ 20,325,076

Shares of certain Level 2 investments are valued at NAV as the investment's fair value measurement. The following table provides an overview, by major category, of the nature and risks associated with such investments as well as whether it is probable that those investments will be sold at amounts different from their reported NAV per share based on redemption restrictions, if any, as of December 31, 2013 and 2012:

	Fair Value		Unfunded Commitment		Redemption	Redemption
Investments	2013	2012	2013	2012	Frequency	Notice Period
Shares of common/collective trust:						
Fidelity Managed Income Portfolio II - Class 1	$ 360,501	$ -	$ -	$ -	Immediate	Up to 12 months

The objective of this investment is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. This category invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrapper" contracts issued by third parties and invests in cash equivalents represented by shares in a money market fund. Investments in this category can be redeemed daily at the current NAV per share based on the fair value of the underlying assets. The fair value of the investment in this category has been estimated using the NAV per share of the underlying investments.

Note 4. Fair Value Measurements (Continued)

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2013, there were no transfers in or out of Level 3.

Note 5. Investments

The following table presents investments as of December 31, 2013 and 2012, representing 5 percent or more of the Plan's net assets available for benefits:

	2013	2012
Shares of registered investment companies, at fair value, as determined by quoted market prices:		
Fidelity Contrafund - K (2012 Fidelity Contrafund)	$ 5,991,629	$ 4,688,396
Fidelity Blue Chip Growth - K (2012 Fidelity Blue Chip Growth)	2,991,260	2,442,851
Fidelity Retirement Government Money Market	2,904,483	2,628,972
Fidelity Low Price Stock - K (2012 Fidelity Low Price Stock)	1,585,448	1,139,674
Spartan U.S. Bond Index Adv	1,581,583	1,899,766
Fidelity Freedom 2020 - K	1,571,721	*
Fidelity Freedom 2025 - K	1,423,959	*

* Less than 5 percent of net assets.

During the year ended December 31, 2013, the Plan's investments in shares of registered investment companies, including investments bought, sold and held during the year, appreciated in value by $3,774,473.

Note 6. Related Party Transactions

The Plan has investments in shares of registered investment companies managed by Fidelity, the trustee, or an affiliate thereof; therefore, these transactions qualify as party-in-interest transactions. Fidelity also performs administrative and recordkeeping services for the Plan. The administrative expenses paid by the Plan to Fidelity were $7,466 for 2013.

Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan for their services. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 8. Income Tax Status

The Internal Revenue Service has determined and informed the sponsor, by a letter dated December 27, 2010, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Code. The Plan has been amended since the receipt of this determination letter. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2010.

Note 9. Risks and Uncertainties

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

Note 10. Reconciliation of Financial Statements to Form 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$ 26,685,234	$ 21,265,435
Notes receivable from participants	(952,859)	(940,359)
Participant loans	952,662	940,175
Adjustment from fair value to contract value for fully benefit-responsive investment contract	5,434	-
Shares of registered investment companies	(1)	-
Net assets available for benefits per the Form 5500	$ 26,690,470	$ 21,265,251

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

Changes in net assets available for benefits per the financial statements	$ 5,419,799
Interest on notes receivable from participants	(14)
Interest and dividends in common/collective trusts	5,434
Changes in net assets available for benefits per the Form 5500	$ 5,425,219

Superior Graphite Co. Employees' Savings Plan

EIN: 36-1842430
Plan Number: 001

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, including maturity rate of interest, collateral, par or maturity value	(d) Cost	(e) Fair value
		Shares of registered investment companies:		
*	Fidelity Management Trust Company	Spartan U.S. Bond Index Adv	**	$ 1,581,583
*	Fidelity Management Trust Company	American Century Inflation-Adjusted Bond	**	151,818
*	Fidelity Management Trust Company	Fidelity Fund	**	353,912
*	Fidelity Management Trust Company	Fidelity Contrafund	**	5,991,629
*	Fidelity Management Trust Company	Fidelity Blue Chip Growth	**	2,991,260
*	Fidelity Management Trust Company	T. Rowe Price Equity Income	**	336,038
*	Fidelity Management Trust Company	Spartan Extended Market Index Adv	**	56,068
*	Fidelity Management Trust Company	Fidelity Small Cap Discovery	**	779,447
*	Fidelity Management Trust Company	Fidelity Value	**	214,132
*	Fidelity Management Trust Company	Fidelity Low Price Stock	**	1,585,448
*	Fidelity Management Trust Company	Oakmark International	**	933,849
*	Fidelity Management Trust Company	Fidelity Diversified International	**	570,742
*	Fidelity Management Trust Company	Spartan International Index Adv	**	57,849
*	Fidelity Management Trust Company	Spartan 500 Index Adv	**	888,772
*	Fidelity Management Trust Company	Fidelity Freedom Income	**	205,507
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund	**	20,855
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	**	71,542
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	**	6,896
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	**	258,653
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	**	15,946
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	**	49,557
*	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund	**	22,826
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	**	1,571,721
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	**	693,808
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	**	389,486
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	**	1,423,959
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	**	195,241
*	Fidelity Management Trust Company	Ranier Small Mid Cap	**	149,109
*	Fidelity Management Trust Company	Artisan Midcap Value	**	186,565
*	Fidelity Management Trust Company	Fidelity Retirement Government Money Market	**	2,904,483
*	Fidelity Management Trust Company	Baron Small Cap Inst.	**	146,192
*	Fidelity Management Trust Company	Franklin Small Cap Growth Fund A	**	572,414
				25,377,307
		Interests in common/collective trust:		
*	Fidelity Management Trust Company	Managed Income Portfolio II - Class 1	**	360,501
*	Participants	Participant loans (interest rates range from 4.25% to 6.00%)	**	952,662
				$ 26,690,470

* Represents a party-in-interest.
** Cost not applicable to participant directed investments.

Superior Graphite Co. Employees' Savings Plan

Financial Report
December 31, 2013

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McGladrey

Independent Auditor's Report

To the 401(k) Committee of
Superior Graphite Co. Employees' Savings Plan
Chicago, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

McGladrey LLP

Chicago, Illinois
August 14, 2014

Superior Graphite Co. Employees' Savings Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value:		
Shares of registered investment companies	**$ 25,377,308**	$ 20,325,076
Interest in common/collective trust	**360,501**	-
Receivables		
Notes receivable from participants	**952,859**	940,359
Total assets	**26,690,668**	21,265,435
Liabilities	**-**	-
Net Assets Available for Benefits, at fair value	**26,690,668**	21,265,435
Adjustment from fair value to contract value for fully benefit-responsive investment contract	**(5,434)**	-
Net Assets Available for Benefits	**$ 26,685,234**	$ 21,265,435

See Notes to Financial Statements.

Superior Graphite Co. Employees' Savings Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Net changes to net assets attributed to:	
Investment income:	
Net appreciation in registered investment companies investments	**$ 3,774,473**
Interest and dividends	**1,070,916**
	4,845,389
Interest income on notes receivable from participants	**39,140**
Contributions - participants	**1,313,642**
Total additions	**6,198,171**
Deductions from net assets attributed to:	
Benefits paid directly to participants	**770,906**
Administrative expenses	**7,466**
Total deductions	**778,372**
Net increase	**5,419,799**
Net assets available for benefits, at fair value:	
Beginning of year	**21,265,435**
End of year	**$ 26,685,234**

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Superior Graphite Co. Employees' Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan which covers all employees of the Superior Graphite Company (the Company). Employees become eligible to participate in the Plan on the first of the month following completion of three months of service and upon attainment of age 18. Eligible employees may become participants in the Plan on the first day of each month, following completion of the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may contribute up to 60 percent of their eligible compensation through payroll deductions not to exceed regulatory limits according to the Internal Revenue Code (IRC). An eligible employee will contribute 3 percent of their compensation beginning on the participant's entry date unless the eligible employee affirmatively elects otherwise. Participants may also contribute amounts representing distributions from other qualified plans. Catch-up contributions for those employees age 50 or older, bonus and after-tax employee contributions are also allowed, as defined in the Plan agreement. The Company may also elect to make a discretionary profit sharing contribution for each Plan year as determined by the Company's Board of Directors. Participants must be employed at the end of the Plan year in order to qualify for any discretionary profit-sharing contributions in 2013. There were no discretionary contributions made to the Plan in 2013. All contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contributions and receives allocations of discretionary profit-sharing contributions, if any, forfeitures, Plan earnings and administrative expenses. Allocations are based on participant compensation or account balances, as defined. Earnings include interest, dividends and changes in the fair value of investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Effective only to newly employed participants after February 25, 2003, a participant is 100 percent vested after three years of credited service based on a three-year cliff vesting schedule in any Company matching and/or discretionary profit-sharing contributions. Participants hired on February 25, 2003, and prior are 100 percent vested in Company contributions. Participants who attain retirement age, as defined, or terminate employment due to death or disability are 100 percent vested in their accounts.

Investment options: Participants may direct their account balances in a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time.

Payment of benefits: Upon termination of service, death, total and permanent disability, or retirement, a participant or his or her beneficiary is eligible to receive an amount equal to the value of the participant's account in the form of a lump-sum distribution, as described in the Plan agreement. Under certain conditions of financial hardship, as defined in the Plan agreement, participants may withdraw a portion or all of their vested account balances.

Forfeitures: At December 31, 2013 and 2012, forfeited non-vested accounts totaled $387. Forfeitures may be allocated to participants. During 2013, no forfeitures were allocated to participants.

Note 1. Plan Description (Continued)

Notes receivable from participants: Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 (reduced by the participant's highest outstanding loan balance in the preceding 12 months) or one-half of the participant's vested account balance one time each Plan year. Loans are to be repaid through payroll deductions over a period not to exceed 5 years, except for the purpose of purchasing a principal residence, in which case the term may not exceed 10 years. Interest is determined by the Plan Administrator based on prevailing market rates and is fixed over the life of the loan. Current interest rates range from 4.25 to 6.00 percent.

Note 2. Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Valuation of investments 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. The Plan's 401(k) Committee determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

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

Valuation of notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Accounting estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Payment of benefits: Benefits are recorded when paid.

Pending accounting pronouncements: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements.* The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. Management has not yet evaluated the effect of the adoption of ASU 2012-04.

Subsequent events: The Plan Administrator has evaluated subsequent events through August 14, 2014, the date the financial statements were available to be issued.

Note 3. Information Certified and Provided by Fidelity Management Trust Company (Fidelity)

The following is a summary of the Plan's asset and income information as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and income is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets and income:

	2013	2012
Shares of registered investment companies	$ 25,377,308	$ 20,325,076
Interest in common/collective trust (at fair value)	360,501	-
Interest in common/collective trust (at contract value)	355,067	-
Notes receivable from participants	952,859	940,359
Net appreciation in fair value of investments	$ 3,774,473	
Interest and dividends	1,069,314	
Interest in common/collective trusts	1,602	
Interest income on notes receivable from participants	39,140	

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Mutual Funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Interests in common/collective trust: Valued at the total NAV of underlying investments held by the trust at year-end.

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Bond Index Funds - Intermediate-Term Bond	$ 1,581,583	$ -	$ -	$ 1,581,583
Inflation-Protected Bond Fund	151,818	-	-	151,818
Domestic Equity Funds - Large Blend	353,912	-	-	353,912
Domestic Equity Funds - Large Growth	8,982,889	-	-	8,982,889
Domestic Equity Funds - Large Value	336,038	-	-	336,038
Domestic Equity Funds - Mid Blend	56,068	-	-	56,068
Domestic Equity Funds - Mid Value	214,132	-	-	214,132
Domestic Equity Funds - Small Blend	1,585,448	-	-	1,585,448
Foreign Equity Funds - Large Value	933,849	-	-	933,849
International/Global Funds - Broadly Diversified	628,591	-	-	628,591
Large Blend	888,772	-	-	888,772
Lifecycle - Large Blend	4,903,172	-	-	4,903,172
Lifecycle - Large Growth	22,826	-	-	22,826
Mid-Cap Growth	149,109	-	-	149,109
Mid-Cap Value	186,565	-	-	186,565
Money Market	2,904,483	-	-	2,904,483
Small Growth	718,606	-	-	718,606
Small Blend	779,447	-	-	779,447
Interests in common/collective trusts				
Managed Income Portfolios	-	360,501	-	360,501
Total assets at fair value	$ 25,377,308	$ 360,501	$ -	$ 25,737,809

Note 4. Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Bond Index Funds - Intermediate-Term Bond	$ 1,899,766	$ -	$ -	$ 1,899,766
Inflation-Protected Bond Fund	350,619	-	-	350,619
Domestic Equity Funds - Large Blend	299,270	-	-	299,270
Domestic Equity Funds - Large Growth	7,131,247	-	-	7,131,247
Domestic Equity Funds - Large Value	219,027	-	-	219,027
Domestic Equity Funds - Mid Blend	75,361	-	-	75,361
Domestic Equity Funds - Mid Value	126,131	-	-	126,131
Domestic Equity Funds - Small Blend	1,139,674	-	-	1,139,674
Foreign Equity Funds - Large Value	670,014	-	-	670,014
International/Global Funds - Broadly Diversified	518,450	-	-	518,450
Large Blend	797,889	-	-	797,889
Lifecycle - Large Blend	2,891,375	-	-	2,891,375
Lifecycle - Large Growth	7,774	-	-	7,774
Mid-Cap Growth	659,721	-	-	659,721
Mid-Cap Value	157,963	-	-	157,963
Money Market	2,628,972	-	-	2,628,972
Small Growth	176,965	-	-	176,965
Small Blend	574,858	-	-	574,858
Total assets at fair value	$ 20,325,076	$ -	$ -	$ 20,325,076

Shares of certain Level 2 investments are valued at NAV as the investment's fair value measurement. The following table provides an overview, by major category, of the nature and risks associated with such investments as well as whether it is probable that those investments will be sold at amounts different from their reported NAV per share based on redemption restrictions, if any, as of December 31, 2013 and 2012:

	Fair Value		Unfunded Commitment		Redemption	Redemption
Investments	2013	2012	2013	2012	Frequency	Notice Period
Shares of common/collective trust:						
Fidelity Managed Income Portfolio II - Class 1	$ 360,501	$ -	$ -	$ -	Immediate	Up to 12 months

The objective of this investment is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. This category invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrapper" contracts issued by third parties and invests in cash equivalents represented by shares in a money market fund. Investments in this category can be redeemed daily at the current NAV per share based on the fair value of the underlying assets. The fair value of the investment in this category has been estimated using the NAV per share of the underlying investments.

Note 4. Fair Value Measurements (Continued)

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2013, there were no transfers in or out of Level 3.

Note 5. Investments

The following table presents investments as of December 31, 2013 and 2012, representing 5 percent or more of the Plan's net assets available for benefits:

	2013	2012
Shares of registered investment companies, at fair value, as determined by quoted market prices:		
Fidelity Contrafund - K (2012 Fidelity Contrafund)	$ 5,991,629	$ 4,688,396
Fidelity Blue Chip Growth - K (2012 Fidelity Blue Chip Growth)	2,991,260	2,442,851
Fidelity Retirement Government Money Market	2,904,483	2,628,972
Fidelity Low Price Stock - K (2012 Fidelity Low Price Stock)	1,585,448	1,139,674
Spartan U.S. Bond Index Adv	1,581,583	1,899,766
Fidelity Freedom 2020 - K	1,571,721	*
Fidelity Freedom 2025 - K	1,423,959	*

* Less than 5 percent of net assets.

During the year ended December 31, 2013, the Plan's investments in shares of registered investment companies, including investments bought, sold and held during the year, appreciated in value by $3,774,473.

Note 6. Related Party Transactions

The Plan has investments in shares of registered investment companies managed by Fidelity, the trustee, or an affiliate thereof; therefore, these transactions qualify as party-in-interest transactions. Fidelity also performs administrative and recordkeeping services for the Plan. The administrative expenses paid by the Plan to Fidelity were $7,466 for 2013.

Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan for their services. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 8. Income Tax Status

The Internal Revenue Service has determined and informed the sponsor, by a letter dated December 27, 2010, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Code. The Plan has been amended since the receipt of this determination letter. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2010.

Note 9. Risks and Uncertainties

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

Note 10. Reconciliation of Financial Statements to Form 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$ 26,685,234	$ 21,265,435
Notes receivable from participants	(952,859)	(940,359)
Participant loans	952,662	940,175
Adjustment from fair value to contract value for fully benefit-responsive investment contract	5,434	-
Shares of registered investment companies	(1)	-
Net assets available for benefits per the Form 5500	$ 26,690,470	$ 21,265,251

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

Changes in net assets available for benefits per the financial statements	$ 5,419,799
Interest on notes receivable from participants	(14)
Interest and dividends in common/collective trusts	5,434
Changes in net assets available for benefits per the Form 5500	$ 5,425,219

Superior Graphite Co. Employees' Savings Plan

EIN: 36-1842430
Plan Number: 001

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, including maturity rate of interest, collateral, par or maturity value	(d) Cost	(e) Fair value
		Shares of registered investment companies:		
*	Fidelity Management Trust Company	Spartan U.S. Bond Index Adv	**	$ 1,581,583
*	Fidelity Management Trust Company	American Century Inflation-Adjusted Bond	**	151,818
*	Fidelity Management Trust Company	Fidelity Fund	**	353,912
*	Fidelity Management Trust Company	Fidelity Contrafund	**	5,991,629
*	Fidelity Management Trust Company	Fidelity Blue Chip Growth	**	2,991,260
*	Fidelity Management Trust Company	T. Rowe Price Equity Income	**	336,038
*	Fidelity Management Trust Company	Spartan Extended Market Index Adv	**	56,068
*	Fidelity Management Trust Company	Fidelity Small Cap Discovery	**	779,447
*	Fidelity Management Trust Company	Fidelity Value	**	214,132
*	Fidelity Management Trust Company	Fidelity Low Price Stock	**	1,585,448
*	Fidelity Management Trust Company	Oakmark International	**	933,849
*	Fidelity Management Trust Company	Fidelity Diversified International	**	570,742
*	Fidelity Management Trust Company	Spartan International Index Adv	**	57,849
*	Fidelity Management Trust Company	Spartan 500 Index Adv	**	888,772
*	Fidelity Management Trust Company	Fidelity Freedom Income	**	205,507
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund	**	20,855
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	**	71,542
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	**	6,896
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	**	258,653
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	**	15,946
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	**	49,557
*	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund	**	22,826
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	**	1,571,721
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	**	693,808
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	**	389,486
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	**	1,423,959
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	**	195,241
*	Fidelity Management Trust Company	Ranier Small Mid Cap	**	149,109
*	Fidelity Management Trust Company	Artisan Midcap Value	**	186,565
*	Fidelity Management Trust Company	Fidelity Retirement Government Money Market	**	2,904,483
*	Fidelity Management Trust Company	Baron Small Cap Inst.	**	146,192
*	Fidelity Management Trust Company	Franklin Small Cap Growth Fund A	**	572,414
				25,377,307
		Interests in common/collective trust:		
*	Fidelity Management Trust Company	Managed Income Portfolio II - Class 1	**	360,501
*	Participants	Participant loans (interest rates range from 4.25% to 6.00%)	**	952,662
				$ 26,690,470

* Represents a party-in-interest.
** Cost not applicable to participant directed investments.