

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a Name of plan <u>EMPLOYEES' RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>03/01/1986</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ALUCHEM, INC.</u> <u>ONE LANDY LANE</u> <u>READING, OH 45215-3489</u>	2b Employer Identification Number (EIN) <u>31-0927556</u> 2c Sponsor's telephone number <u>513-733-8519</u> 2d Business code (see instructions) <u>327900</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2014	WILLIAM A KIST
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	317
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	257
b Retired or separated participants receiving benefits		6b	4
c Other retired or separated participants entitled to future benefits		6c	56
d Subtotal. Add lines 6a , 6b , and 6c		6d	317
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	318
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	318
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan EMPLOYEES' RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ALUCHEM, INC.	D Employer Identification Number (EIN) 31-0927556

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

(a) Name of insurance carrier

LINCOLN NATIONAL LIFE INSURANCE CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-0472300	65676	GP72821	286	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
24992	25

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

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

LINCOLN FINANCIAL ADVISORS
1300 SOUTH CLINTON STREET - STE 150
FORT WAYNE, IN 46802

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
24992	25	COMPENSATION SALES REP	4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	1668128
5 Current value of plan's interest under this contract in separate accounts at year end	5	6749897

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

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

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP VAR ANNUITY W/GUAR FUND**

b Balance at the end of the previous year	7b	1625051
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c Additions: (1) Contributions deposited during the year	7c(1)	193227	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	63698	
(4) Transferred from separate account	7c(4)	34517	
(5) Other (specify below)	7c(5)	83512	
▶ LOAN REPAY			

(6) Total additions

7c(6)

374954

d Total of balance and additions (add lines 7b and 7c(6))	7d	2000005
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	225530	
(2) Administration charge made by carrier	7e(2)	6373	
(3) Transferred to separate account	7e(3)	7213	
(4) Other (specify below)	7e(4)	92761	
▶ LOAN REPAY			

(5) Total deductions

7e(5)

331877

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1668128
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>EMPLOYEES' RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALUCHEM, INC.</u>	D Employer Identification Number (EIN) <u>31-0927556</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

35-1140070

(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)

LINCOLN NATIONAL CORPORATION

35-1140070

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	29695	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

CLARK SCHAEFER HACKETT

31-0800053

(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?
15	NONE	13756	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KELLEY, GALLOWAY & COMPANY, PSC

2186 VICTORY PARKWAY
CINCINNATI, OH 45206

(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?
10	NONE	5500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>EMPLOYEES' RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ALUCHEM, INC.</u>	D Employer Identification Number (EIN) <u>31-0927556</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FED GOV ULTRASHORT DURATION FUND</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-114</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>745890</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLUMBIA ACORN</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-117</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FRANKLIN HIGH INCOME</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-120</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>244555</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD LIFESTRATEGY MOD GROWTH</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-121</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>115004</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MONDRIAN INTL VALUE</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-122</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LVIP SSGA S & P 500 INDEX</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-127</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>539243</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INVESCO GROWTH & INCOME</u>		
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE CO.</u>		
c EIN-PN <u>35-1140070-128</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>455407</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY CONSER GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81435
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-132	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 207603
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA SMALL-CAP INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-136	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERFUNDUS EUROPAC GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-154	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 225705
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP CLARION GLOBAL REAL ESTATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-155	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94407
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP VANGUARD INTERNATIONAL EQ ETF		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-159	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24150
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VIT GROWTH SERIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-165	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 806582
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMP GLBAL BND SECURTIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-186	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87300
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP BLACKROCK INFLATION PROT BOND		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-192	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64192
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MARKETS		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-194	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 247521

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MANAGED RISK PROFILE 2010		
b Name of sponsor of entity listed in (a): LVIP MANAGED RISK PROFILE 2010		
c EIN-PN 35-1140070-701	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MANAGED RISK PROFILE 2020		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-702	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MANAGED RISK PROFILE 2030		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-703	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MANAGED RISK PROFILE 2040		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-704	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: BOND INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-709	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1264
a Name of MTIA, CCT, PSA, or 103-12 IE: DELAWARE SPECIAL OPPORTUNITIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-710	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL LARGE CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-711	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 376003
a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL LARGE CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-712	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 263157
a Name of MTIA, CCT, PSA, or 103-12 IE: S&P MIDCAP INDEX NON-LENDING		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-713	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1291471
a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-714	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166751

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MANAGED RISK PROFILE 2050		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SALM PINCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-720	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 261839
a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL SM CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-715	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 887
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2010		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-730	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94171
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2020		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-731	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 171955
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2030		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-732	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 113800
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2040		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-733	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58890
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2050		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-734	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9608
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE CO.		
c EIN-PN 35-1140070-735	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1107
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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>EMPLOYEES' RETIREMENT SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALUCHEM, INC.</u>		D Employer Identification Number (EIN) <u>31-0927556</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	226880	238132
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	452552	553631
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	5517460	6749897
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1625051	1668128
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7821943	9209788

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7821943	9209788
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	337449	
(B) Participants	2a(1)(B)	532528	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		869977
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	25957	
(F) Other	2b(1)(F)	63698	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		89655
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1085847
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2045479

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	573233	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		573233
f Corrective distributions (see instructions)	2f		5386
g Certain deemed distributions of participant loans (see instructions)	2g		30063
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	48952	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		48952
j Total expenses. Add all expense amounts in column (b) and enter total	2j		657634

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1387845
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: KELLEY GALLOWAY SMITH GOOLSBY, PSC

(2) EIN: 61-1129886

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>EMPLOYEES' RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALUCHEM, INC.</u>	D Employer Identification Number (EIN) <u>31-0927556</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>35-0472300</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

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c Dollar amount contributed by employer

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c Dollar amount contributed by employer

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

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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 _____

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

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a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
the Employees' Retirement Savings Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 4, which was certified by Lincoln National Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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


Kelley Galloway Smith Goolsby, PSC

Cincinnati, Ohio
September 17, 2014

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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
☐ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here. ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information**1a** Name of plan EMPLOYEES' RETIREMENT SAVINGS PLAN**1b** Three-digit plan number (PN) ► 002**1c** Effective date of plan 03/01/1986**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
ALUCHEM, INC.**2b** Employer Identification Number (EIN)
31-0927556**2c** Sponsor's telephone number
(513) 733-8519ONE LANDY LANE**2d** Business code (see instructions)
327900READINGOH 45215-3489**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		<u>9-30-14</u>	WILLIAM A KIST
	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)

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

Form 5500 (2013)
v. 130118

EMPLOYEES' RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012
TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
the Employees' Retirement Savings Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 4, which was certified by Lincoln National Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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


Kelley Galloway Smith Goolsby, PSC

Cincinnati, Ohio
September 17, 2014

EMPLOYEES' RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

ASSETS

	<u>2013</u>	<u>2012</u>
INVESTMENTS, at fair value		
Pooled separate accounts	\$ 6,749,897	\$ 5,517,460
Insurance company guaranteed investment contracts	<u>1,668,128</u>	<u>1,625,051</u>
Total investments	<u>8,418,025</u>	<u>7,142,511</u>
 RECEIVABLES		
Employer contribution receivable	238,132	226,880
Notes receivable from participants	<u>553,631</u>	<u>452,552</u>
Total receivables	<u>791,763</u>	<u>679,432</u>
 Total assets and net assets available for benefits	<u><u>\$ 9,209,788</u></u>	<u><u>\$ 7,821,943</u></u>

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

EMPLOYEES' RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

Additions:

Additions to net assets attributed to:

Investment income:

Interest - guaranteed investment contracts	\$ 63,698
Net appreciation in fair value of investments - pooled separate accounts	<u>1,085,847</u>
Total investment income	<u>1,149,545</u>

Interest income on notes receivable from participants	<u>25,957</u>
---	---------------

Contributions:

Employer - matching contribution	95,664
Employer - discretionary contribution	241,785
Participants	<u>532,528</u>
Total contributions	<u>869,977</u>

Total additions	<u>2,045,479</u>
-----------------	------------------

Deductions:

Deductions from net assets attributed to:

Benefit payments	573,233
Deemed distributions of participant notes receivable	30,063
Corrective distributions	5,386
Administrative expenses	<u>48,952</u>

Total deductions	<u>657,634</u>
------------------	----------------

Net increase	1,387,845
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>7,821,943</u>
End of year	<u><u>\$ 9,209,788</u></u>

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

(1) DESCRIPTION OF PLAN

The following description of the Employees' Retirement Savings Plan (the "Plan") provides only general information. The 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 intended to meet the requirements of Section 401(k) of the Internal Revenue Code (IRC) covering all full-time employees of AluChem, Inc., AluChem of Jackson, Inc., Porocel Industries, LLC, Catalyst Recovery of Louisiana, LLC, AluChem of Little Rock, LLC, and Quanta Technologies, LLC (the Companies) who have one year of service and are age twenty-one or older. Porocel Industries, LLC came under common control with the other companies on May 7, 1996, and the employees of Porocel Industries, LLC became eligible to participate in the Plan on September 1, 1996. Employees of Catalyst Recovery of Louisiana, LLC became eligible to participate in the Plan on October 7, 2004. Employees of AluChem of Little Rock, LLC became eligible to participate in the Plan on November 3, 2008. Employees of Quanta Technologies, LLC became eligible to participate in the Plan on April 27, 2012. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Companies are the Plan administrators.

Participant Contributions

Each year, participants are able to contribute a percentage of their pay to the Plan, up to the maximum allowable contribution, as defined in Federal legislation. This amount is then deposited in the participant's account as a 401(k) contribution.

Matching Contribution

The Companies contribute 25% of every 1% of base compensation that a participant contributes to the Plan, up to a maximum of 5%. The Company also matches participant's catch up deferral contributions to the Plan.

Discretionary Contributions

In 2013, the Board of Directors elected to contribute 1.5% of participants' gross annual earnings (floor contributions) for those participants employed at the end of the Plan year. Contributions are subject to certain limitations as defined in the Plan.

Rollover Contributions

Participants are able to rollover amounts from other eligible retirement plans to the Plan. The amounts transferred will be allocated to the participant's rollover contribution account. Such amounts and any earnings or losses are fully vested at all times.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the employer's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

DESCRIPTION OF PLAN (continued)

Vesting

Participants are immediately vested in their voluntary contributions plus Plan earnings thereon. Participants are immediately vested in the Company's discretionary contribution. Vesting in the Company's matching portion of their accounts plus Plan earnings thereon is based on years of service as summarized in the following table.

<u>Years of Service</u>	<u>Vested Interest</u>
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

Participants will always, however, be 100% vested if they are employed on or after their normal retirement age or if they terminate employment on account of their death or if they terminate employment as a result of becoming disabled.

Payment of Benefits

If a participant terminates employment for any reason and at any age (including retirement), and the value of the participant's vested benefit does not exceed \$5,000, including any rollover contributions, then a distribution will automatically be paid to the participant even if they do not consent. Any distribution under this paragraph will be paid in a lump-sum distribution within a year after the participant terminates employment.

If a participant's vested benefits exceed \$5,000, distribution of the participant's account cannot be made before their normal retirement date without their written consent.

Participant Notes Receivable

Participants may borrow from their accounts up to a maximum amount equal to the lesser of \$50,000, or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates. Principal and interest are repaid ratably through bi-weekly payroll deductions.

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions to various investment options offered by Lincoln National Life Insurance Company ("Lincoln"). Participants may change their investment options at their discretion. See Note (3) for a listing of investment options at December 31, 2013.

Expenses

The Plan permits the payment of Plan expenses to be made from the Plan's assets. If expenses are paid using the Plan's assets, then the expenses will generally be allocated among the accounts of all participants in the Plan. These expenses will be allocated either proportionately based on the value of the account balances or as an equal dollar amount based on the number of participants in the Plan. The method of allocating the expenses depends on the nature of the expense itself.

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

DESCRIPTION OF PLAN (continued)

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$4,984 and \$14,033, respectively. These accounts will be reallocated to participants in the same manner as employer contributions or used to offset plan expenses or employer contributions. Also, no 2013 employer contributions were reduced by the forfeited nonvested accounts.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared in conformity with accounting principles generally accepted in the United States of America and under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note (9) 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

As described in FASB ASC 946-210-45, "Other Presentation Matters for Fully Benefit Responsive Investment Contracts," fully benefit responsive investment contracts held by a defined-contribution plan are required to be reported at fair value. The investment in the fully benefit-responsive contract ("Guaranteed Account") is stated at fair value, which approximates contract value in the Statement of Net Assets Available for Benefits. (See further discussion in Note (10)).

The investments in pooled separate accounts were valued at fair value as determined by Lincoln.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Outstanding loans at December 31, 2013 and 2012 were \$553,631 and \$452,552, respectively. Participants defaulted on notes receivable totaling \$30,063 for the year ended December 31, 2013. Defaulted participant notes receivable are reclassified as distributions based upon the terms of the plan document.

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Companies pay all administrative expenses, except loan fees and investment management fees of the Plan. Expenses associated with obtaining a loan (e.g. loan initiation fees) are paid by the Plan participants.

Subsequent Events

Plan management has evaluated subsequent events through September 17, 2014, which is the date the financial statements were available to be issued.

(3) INVESTMENTS

Except for its investment contract with Lincoln National Life Insurance Company (see further discussion in Note 10), the Plan's investments are held in pooled separate accounts administered by Lincoln National Life Insurance Company (party-in-interest). Participants direct the investment of their contributions and the Company's matching contributions. As of December 31, 2013 plan participants could allocate their funds between one or more of the following investments:

- LVIP SSgA S&P 500 Index – This investment seeks to approximate as closely as practicable, before fees and expenses, the total rate of return of common stocks publicly traded in the United States, as represented by the S&P 500 Index. The fund invests in the securities that make up the S&P 500 Index, although it may not invest in every security in the S&P 500 Index if it is not practical to do so under the circumstances. It invests at least 90% of its assets in the securities of issuers included in the S&P 500 Index. The fund may invest in stock index futures as a substitute for a comparable market position in the securities underlying the S&P 500 Index.
- MFS VIT Growth – This investment seeks capital appreciation. The fund normally invests its assets primarily in equity securities. It focuses on investing the fund's assets in the stocks of companies it believes to have above average earnings growth potential compared to other companies (growth companies). The fund may invest the fund's assets in foreign securities.
- Invesco Growth and Income Fund – This investment seeks total return through growth of capital and current income. Under normal market conditions, the fund's investment adviser seeks to achieve the fund's investment objective by investing primarily in income-producing equity securities, which include common stocks and convertible securities. It may invest in securities of issuers of all capitalization sizes; however, a substantial number of the issuers in which the fund invests are large-capitalization issuers. The fund may invest up to 25% of its net assets in securities of foreign issuers, which may include depositary receipts.
- Vanguard LifeStrategy Conservative Growth Fund – This investment seeks current income and low to moderate capital appreciation. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 60% of the fund's assets to bonds and 40% to common stocks. Its indirect bond holdings are a diversified mix of short, intermediate, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar (but hedged by Vanguard to minimize foreign currency exposure).

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

INVESTMENTS (continued)

- Vanguard LifeStrategy Moderate Growth Fund – This investment seeks capital appreciation and a low to moderate level of current income. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 60% of the fund's assets to common stocks and 40% to bonds. Its indirect bond holdings are a diversified mix of short, intermediate, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; mortgage-backed and asset-backed securities; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar.
- Vanguard LifeStrategy Growth Fund – This investment seeks capital appreciation and some current income. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 80% of the fund's assets to common stocks 20% to bonds. Its indirect bond holdings are a diversified mix of short, intermediate, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; mortgage-backed and asset-backed securities; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar (but hedged by Vanguard to minimize foreign currency exposure).
- American Funds EuroPacific Growth Fund – This investment seeks long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation. It normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin. The fund may invest a portion of its assets in common stocks and other securities of companies in countries with developing economies and/or markets.
- LVIP Vanguard International Equity – This investment seeks long-term capital appreciation. The fund invests at least 80% of its assets in underlying exchange traded funds which invest in foreign equity securities including emerging markets securities. The underlying ETFs will primarily be Vanguard ETFs®. Its investment strategy will be to allocate a large percentage of assets across a broad and diverse range of international stocks with growth and value styles, including large-cap, mid-cap, small-cap, and emerging market stocks. The fund may invest a large percentage of its assets in issuers located in a single country, a small number of countries, or a particular region. It is non-diversified.
- Oppenheimer Developing Markets Fund – This investment seeks capital appreciation. The fund mainly invests in common stocks of issuers in developing and emerging markets throughout the world and at times it may invest up to 100% of its total assets in foreign securities. Under normal market conditions, it will invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of issuers whose principal activities are in a developing market, i.e. are in a developing market or are economically tied to a developing market country. The fund will invest in at least three developing markets.
- PIMCO Total Return – This investment seeks maximum total return, consistent with preservation of capital and prudent investment management. The fund normally invests at least 65% of its total assets in a diversified portfolio of Fixed Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It invests primarily in investment-grade debt securities, but may invest up to 10% of its total assets in high yield securities ("junk bonds") rated B or higher by Moody's, or equivalently rated by S&P or Fitch, or, if unrated, determined by PIMCO to be of comparable quality.

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

INVESTMENTS (continued)

- LVIP SSgA Bond Index – This investment seeks to match as closely as practicable, before fees and expenses, the performance of the Barclays Capital U.S. Aggregate Index. The fund invests in a well-diversified portfolio that is representative of the domestic investment grade bond market. These investments include U.S. Treasury, agency, corporate bonds, mortgage-backed securities, asset-backed securities, and commercial mortgage-backed securities. It invests at least 90% of its assets, determined at time of purchase, in bond securities that are held in the index.
- LVIP BlackRock Inflation Protected Bond Fund – This investment seeks to maximize real return, consistent with preservation of real capital and prudent investment management. The fund invests at least 80% of its net assets in inflation-indexed bonds of varying maturities. It maintains an average portfolio duration that is within 20% of the average portfolio duration of the fund's benchmark, the Barclays U.S. TIPS Index. The fund may also invest up to 20% of its assets in securities denominated in foreign currencies, and may invest without limit in U.S. dollar denominated securities of non-U.S. issuers. It is non-diversified.
- Franklin High Income Fund – This investment seeks a high level of current income; capital appreciation is a secondary objective. Under normal market conditions, the fund invests predominantly in high yield, lower-rated debt securities. Lower-rated securities generally pay higher yields than more highly rated securities to compensate investors for the higher risk. These securities include bonds, notes, debentures, convertible securities, and subordinated debt securities.
- FTVIPT Templeton Global Bond Securities – This investment seeks high current income consistent with preservation of capital; capital appreciation is a secondary objective. The fund invests at least 80% of its net assets in "bonds." Bonds include debt securities of any maturity, such as bonds, notes, bills, and debentures. It invests predominantly in bonds issued by governments and government agencies around the world. The fund expects to invest at least 40% of its net assets in foreign securities, and may invest without limit in emerging or developing markets. It may invest up to 25% of its total net assets in debt securities that are rated below investment grade. The fund is non-diversified.
- Federated Government Ultrashort Duration Fund – This investment seeks current income. The fund invests in a portfolio of U.S. government securities and U.S. government agency securities (including mortgage-backed securities issued or guaranteed by U.S. government-sponsored enterprises (GSEs)) with an overall dollar-weighted average duration of one year or less. It implements this strategy by dividing its portfolio into two major components. The fund invests one component in U.S. government securities that are eligible for purchase by money market funds. It invests the other component in mortgage-backed securities issued or guaranteed by GSEs.
- SSgA Russell Large Cap Value Index Non-Lending Series – The SSgA Russell Large Cap Value Index Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 1000® Value Index over the long term.
- SSgA Russell Large Cap Growth Index Non-Lending Series – The SSgA Russell Large Cap Growth Index Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 1000® Growth Index over the long term.
- SSgA S&P MidCap Index Non-Lending Series – The SSgA S&P MidCap Index Fund (the "Fund") seeks an investment return that approximates as closely as practicable, before expenses, the performance of the S&P MidCap 400 Index™ (the "Index") over the long term. The Fund is managed using a "passive" or "indexing"

EMPLOYEES' RETIREMENT SAVINGS PLAN
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INVESTMENTS (continued)

investment approach, by which SSgA attempts to match, before expenses, the performance of the Index. SSgA will typically attempt to invest in the securities comprising the Index in the same proportions as they are represented in the Index. In some cases, it may not be possible or practicable to purchase all of the securities comprising the Index, or hold them in the same weightings as they represent in the Index. In those circumstances, SSgA may employ a sampling or optimization technique to construct the portfolio in question. The Fund's returns may vary from the returns of the Index. From time to time the SSgA may purchase securities that are not yet represented in the Index or sell securities that have not yet been removed from the Index.

- SSgA Russell Small Cap Value Index Non-Lending Series – The SSgA Russell Small Cap Index Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 2000® Value Index over the long term.
- SSgA Russell Small Cap Growth Index Non-Lending Series – The SSgA Russell Small Cap Index Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 2000® Growth Index over the long term.
- LVIP Clarion Global Real Estate – This investment seeks total return through a combination of current income and long-term capital appreciation. The fund invests primarily in equity securities of companies that are principally engaged in the real estate industry. It will invest at least 80% of the net assets in companies in the real estate industry. The fund will invest in real estate companies located in a number of different countries, including the United States and other developed countries. It may also invest in companies located in countries with emerging securities markets. The fund may invest in securities of companies of any market capitalization. It is non-diversified.
- BlackRock Global Allocation – This investment seeks to provide high total investment return. The fund invests in a portfolio of equity, debt, and money market securities. It may invest up to 35% of its total assets in “junk bonds,” corporate loans, and distressed securities. The fund may also invest in Real Estate Investment Trusts (“REITs”). It has no geographic limits on where it may invest and may invest in the securities of companies of any market capitalization.
- Vanguard Target Retirement 2010 – This investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2010 (the target year). The fund's asset allocation will become more conservative over time, meaning that the percentage of assets allocated to stocks will decrease while the percentage of assets allocated to bonds and other fixed income investments will increase.
- Vanguard Target Retirement 2020 – This investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2020 (the target year). The fund's asset allocation will become more conservative over time, meaning that the percentage of assets allocated to stocks will decrease while the percentage of assets allocated to bonds and other fixed income investments will increase.
- Vanguard Target Retirement 2030 – This investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2030 (the target year). The fund's asset allocation will become more conservative over time, meaning

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

INVESTMENTS (continued)

that the percentage of assets allocated to stocks will decrease while the percentage of assets allocated to bonds and other fixed income investments will increase.

- Vanguard Target Retirement 2040 – This investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2040 (the target year). The fund's asset allocation will become more conservative over time, meaning that the percentage of assets allocated to stocks will decrease while the percentage of assets allocated to bonds and other fixed income investments will increase.
- Vanguard Target Retirement 2050 – This investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2050 (the target year). The fund's asset allocation will become more conservative over time, meaning that the percentage of assets allocated to stocks will decrease while the percentage of assets allocated to bonds and other fixed income investments will increase.

At December 31, 2013 and 2012, the fair value of investments that represent 5% or more of the Plan's net assets are as follows:

	<u>2013</u>	<u>2012</u>
Federated Government Ultra Short Duration Fund (SA14)	\$ 745,890	\$ 636,345
Investment Contract with Lincoln National Life Insurance Company (Guaranteed Account)	1,668,128	1,625,051
Oppenheimer Developing Markets Fund (SA94)	N/A	617,101
MFS VIT Growth (SA65)	806,582	569,404
LVIP SSgA S&P 500 Index (SA27)	539,243	N/A
SSgA S&P MidCap Index Non-Lending Series (SALA)	1,291,471	N/A

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,085,847 as follows:

Pooled Separate Accounts	<u>\$ 1,085,847</u>
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(4) INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate as of December 31, 2013 and 2012, and for the year ended December 31, 2013.

	<u>Year Ended</u> <u>December 31, 2013</u>
Investments, at fair value	<u>\$ 8,418,025</u>
Investment income:	
Interest income -- guaranteed investment contracts	\$ 63,698
Net appreciation in fair value of investments -- pooled separate accounts	1,085,847

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

(5) TAX STATUS

The Plan obtained its latest determination letter dated September 26, 2013, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

(6) PLAN TERMINATION

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

(7) RELATED PARTY TRANSACTIONS

Lincoln National Life Insurance Company is a party-in-interest because Plan investments are shares of mutual funds managed by Lincoln National Life Insurance Company. Fees paid by the Plan to Lincoln for investment management services amount to approximately \$48,952 for the year ended December 31, 2013.

Certain employees and officers of the Companies, who are also participants in the Plan, perform administrative services to the Plan at no cost to the Plan.

(8) 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 statement of net assets available for benefits.

(9) FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

FAIR VALUE MEASUREMENTS (continued)

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 at the measurement date.

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. Unobservable inputs are those that reflect the Plan's own assumptions about assumptions that market participants would use in pricing the asset, based on the best information available in the circumstances. An example could be real estate valuations, which require significant judgments.

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

The following is a description of the valuation methodologies used for assets measured at fair value used at December 31, 2013 and 2012.

Pooled Separate Accounts ("PSAs") - Valued at net asset value (NAV) as determined by Lincoln National Life Insurance Company, in accordance with FASB ASC 820, *Fair Value Measurements*. The net asset value of a PSA is based on the fair value of its underlying investments and is not a publicly quoted price in an active market. As of December 31, 2013 and 2012, there are no unfunded commitments related to PSAs. The PSAs may be redeemed on a daily basis with no redemption restrictions, and investments in any class can be transferred on a daily basis at the current net asset value per share based on the fair value of the underlying assets. New contributions are allowed at any time.

Insurance Company Guaranteed Account - Valued based on contract value, which approximates fair value using a discounted cash flow methodology as interest rates are periodically adjusted to market.

The preceding methods described may produce fair value calculations that may not be indicative of net realizable values or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurements at the reporting date.

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

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

FAIR VALUE MEASUREMENTS (continued)

		Quoted Prices In Active Markets for Identified Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Fair Value	Level 1	Level 2	Level 3
<u>December 31, 2013</u>				
Pooled separate accounts:				
Large cap	\$ 2,440,391	\$ -	\$ 2,440,391	\$ -
Allocation risk based	404,042	-	404,042	-
Mid-cap	1,291,471	-	1,291,471	-
Small-cap	167,638	-	167,638	-
International equity large-cap	250,962	-	250,962	-
International equity small/mid-cap	341,929	-	341,929	-
Bonds	1,405,040	-	1,405,040	-
Allocation target date	448,424	-	448,424	-
Guaranteed Account	1,668,128	-	-	1,668,128
	<u>\$ 8,418,025</u>	<u>\$ -</u>	<u>\$ 6,949,897</u>	<u>\$ 1,668,128</u>

<u>December 31, 2012</u>				
Pooled separate accounts:				
Large cap	\$ 1,467,994	\$ -	\$ 1,467,994	\$ -
Allocation risk based	310,462	-	310,462	-
Mid-cap	882,727	-	882,727	-
Small-cap	120,932	-	120,932	-
International equity large-cap	199,607	-	199,607	-
International equity small/mid-cap	704,120	-	704,120	-
Bonds	1,576,086	-	1,576,086	-
Allocation target date	255,532	-	255,532	-
Guaranteed Account	1,625,051	-	-	1,625,051
	<u>\$ 7,142,511</u>	<u>\$ -</u>	<u>\$ 5,517,460</u>	<u>\$ 1,625,051</u>

Level 3 Gains and Losses

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

	Insurance Company Guaranteed Investment Contract
Balance at beginning of year	\$ 1,625,051
Interest credited	63,698
Purchases	311,256
Sales	(324,143)
Fees	(7,734)
Transfers in and/or out of level 3	-
Balance at end of year	<u>\$ 1,668,128</u>

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

FAIR VALUE MEASUREMENTS (continued)

The following table presents detailed information regarding assets and liabilities measured at fair value using significant unobservable inputs (level 3) as of December 31, 2013 and 2012. The table includes the valuation techniques and the significant unobservable inputs utilized. The range of each significant observable input as well as the weighted average within the range utilized at December 31, 2013 and 2012 is included. Following the table is a description of the valuation technique and the sensitivity of the technique to changes in the significant unobservable input.

	Level 3 Fair Value at December 31, 2013	Principal Valuation Technique	Significant Unobservable Input (UI)	Quantitative Range of UI/(Weighted- Average)
Guaranteed Investment Contract	\$ 1,668,128	Contract value, discounted cash flow	Discount rate	3.40%-3.71% (2.60%)
	Level 3 Fair Value at December 31, 2012	Principal Valuation Technique	Significant Unobservable Input (UI)	Quantitative Range of UI/(Weighted- Average)
Guaranteed Investment Contract	\$ 1,625,051	Contract value, discounted cash flow	Discount rate	3.40%-3.71% (3.11%)

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

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Pooled Separate Accounts	\$ 6,749,897	N/A	Daily	None

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Pooled Separate Accounts	\$ 5,517,460	N/A	Daily	None

EMPLOYEES' RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

(10) GUARANTEED INVESTMENT CONTRACTS

The Plan has Lincoln Director contracts that are Guaranteed Investment Contracts with Lincoln National Life Insurance Company ("Lincoln"). Contributions to the Guaranteed Account are maintained as part of Lincoln's General Fund Account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The value of the Guaranteed Account is reported in the accompanying financial statements at fair market value, which approximates contract value, as reported to the Plan by Lincoln. Contract value, as reported to the Plan by Lincoln, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Market value adjustments (MVA) could limit the ability of the Plan to initiate/complete a transaction at contract value and result in an adjustment to the net asset value (NAV). A market value adjustment is a feature of the contracts that protects Lincoln and its clients against sudden movements in the bond markets. The purpose of the MVA is not to generate revenue but rather to offset losses caused by being forced to sell assets at a loss. To determine if an MVA applies, the current value of the Barclays Capital U.S. Aggregate Baa Yield-to-Worst Index is compared to the five-year average of the same index. If the current value is greater than the five-year average, there will be an MVA. Events that could trigger an MVA include the following:

1. A shift from the Guaranteed Account exceeding the 12-month limit as outlined in the contract.
2. A non-bona fide distribution, such as a contract termination for the Guaranteed Account or Plan termination.
3. An amendment to the Plan document.
4. Bankruptcy of the Plan sponsor.
5. The failure of the trust to qualify for an exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

The Plan administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are not probable of occurring.

The methodology used to calculate the interest crediting rate for the Guaranteed Account portion of the Lincoln Director contract is discretionary to Lincoln. The crediting rates are set to be at least as large as the guaranteed minimum interest rate for a given product, they are communicated to the Plan sponsor before they go into effect, and are guaranteed for at least a quarter. The average credited rate for the Guaranteed Account of the Lincoln Director product was 2.60% for 2013 and 3.11% for 2012.

SUPPLEMENTAL INFORMATION

EMPLOYEES' RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN #31-1217918, PLAN #002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Lincoln National Life Insurance Company	Invesco Growth and Income Fund (SA28)	\$ -	\$ 455,407
*	Lincoln National Life Insurance Company	LVIP SSgA S&P 500 Index (SA27)	-	539,243
*	Lincoln National Life Insurance Company	SSgA Russell Large Cap Value Index Non-Lending Series (SAL8)	-	376,003
*	Lincoln National Life Insurance Company	SSgA Russell Large Cap Growth Index Non-Lending Series (SAL9)	-	263,157
*	Lincoln National Life Insurance Company	MFS VIT Growth (SA65)	-	806,582
*	Lincoln National Life Insurance Company	SSgA S&P MidCap Index Non-Lending Series (SALA)	-	1,291,471
*	Lincoln National Life Insurance Company	SSgA Russell Small Cap Value Index Non-Lending Series (SALB)	-	166,751
*	Lincoln National Life Insurance Company	SSgA Russell Small Cap Growth Index Non-Lending Series (SALC)	-	887
*	Lincoln National Life Insurance Company	American Funds EuroPacific Growth Fund (SA54)	-	225,705
*	Lincoln National Life Insurance Company	LVIP Vanguard International Equity (SA59)	-	24,150
*	Lincoln National Life Insurance Company	BlackRock Global Allocation (SALE)	-	1,107
*	Lincoln National Life Insurance Company	LVIP Clarion Global Real Estate (SA55)	-	94,407
*	Lincoln National Life Insurance Company	Oppenheimer Developing Markets Fund (SA94)	-	247,521
*	Lincoln National Life Insurance Company	Federated Government Ultrashort Duration Fund (SA14)	-	745,890
*	Lincoln National Life Insurance Company	LVIP BlackRock Inflation Protected Bond Fund (SA92)	-	64,192
*	Lincoln National Life Insurance Company	Franklin High Income Fund (SA20)	-	244,555
*	Lincoln National Life Insurance Company	FTVIPT Templeton Global Bond Securities (SA86)	-	87,300
*	Lincoln National Life Insurance Company	LVIP SSgA Bond Index (SAL6)	-	1,264
*	Lincoln National Life Insurance Company	PIMCO Total Return (SALM)	-	261,839
*	Lincoln National Life Insurance Company	Vanguard LifeStrategy Growth Fund (SA32)	-	207,603
*	Lincoln National Life Insurance Company	Vanguard LifeStrategy Moderate Growth Fund (SA21)	-	115,004
*	Lincoln National Life Insurance Company	Vanguard LifeStrategy Conservative Growth Fund (SA30)	-	81,435
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2010 (SAV1)	-	94,171
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2020 (SAV2)	-	171,955

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN #31-1217918, PLAN #002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2030 (SAV3)	-	113,800
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2040 (SAV4)	-	58,890
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2050 (SAV5)	-	9,608
*	Lincoln National Life Insurance Company	Guaranteed Account	-	1,668,128
				8,418,025
	Participant Notes Receivable	5.25% - 9.75%	-	553,631
	Totals		\$ -	\$ 8,971,656
*	Party-in-interest			

EMPLOYEES' RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN #31-1217918, PLAN #002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Lincoln National Life Insurance Company	Invesco Growth and Income Fund (SA28)	\$ -	\$ 455,407
*	Lincoln National Life Insurance Company	LVIP SSgA S&P 500 Index (SA27)	-	539,243
*	Lincoln National Life Insurance Company	SSgA Russell Large Cap Value Index Non-Lending Series (SAL8)	-	376,003
*	Lincoln National Life Insurance Company	SSgA Russell Large Cap Growth Index Non-Lending Series (SAL9)	-	263,157
*	Lincoln National Life Insurance Company	MFS VIT Growth (SA65)	-	806,582
*	Lincoln National Life Insurance Company	SSgA S&P MidCap Index Non-Lending Series (SALA)	-	1,291,471
*	Lincoln National Life Insurance Company	SSgA Russell Small Cap Value Index Non-Lending Series (SALB)	-	166,751
*	Lincoln National Life Insurance Company	SSgA Russell Small Cap Growth Index Non-Lending Series (SALC)	-	887
*	Lincoln National Life Insurance Company	American Funds EuroPacific Growth Fund (SA54)	-	225,705
*	Lincoln National Life Insurance Company	LVIP Vanguard International Equity (SA59)	-	24,150
*	Lincoln National Life Insurance Company	BlackRock Global Allocation (SALE)	-	1,107
*	Lincoln National Life Insurance Company	LVIP Clarion Global Real Estate (SA55)	-	94,407
*	Lincoln National Life Insurance Company	Oppenheimer Developing Markets Fund (SA94)	-	247,521
*	Lincoln National Life Insurance Company	Federated Government Ultrashort Duration Fund (SA14)	-	745,890
*	Lincoln National Life Insurance Company	LVIP BlackRock Inflation Protected Bond Fund (SA92)	-	64,192
*	Lincoln National Life Insurance Company	Franklin High Income Fund (SA20)	-	244,555
*	Lincoln National Life Insurance Company	FTVIPT Templeton Global Bond Securities (SA86)	-	87,300
*	Lincoln National Life Insurance Company	LVIP SSgA Bond Index (SAL6)	-	1,264
*	Lincoln National Life Insurance Company	PIMCO Total Return (SALM)	-	261,839
*	Lincoln National Life Insurance Company	Vanguard LifeStrategy Growth Fund (SA32)	-	207,603
*	Lincoln National Life Insurance Company	Vanguard LifeStrategy Moderate Growth Fund (SA21)	-	115,004
*	Lincoln National Life Insurance Company	Vanguard LifeStrategy Conservative Growth Fund (SA30)	-	81,435
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2010 (SAV1)	-	94,171
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2020 (SAV2)	-	171,955

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN #31-1217918, PLAN #002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2030 (SAV3)	-	113,800
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2040 (SAV4)	-	58,890
*	Lincoln National Life Insurance Company	Vanguard Target Retirement 2050 (SAV5)	-	9,608
*	Lincoln National Life Insurance Company	Guaranteed Account	-	1,668,128
				8,418,025
	Participant Notes Receivable	5.25% - 9.75%	-	553,631
	Totals		\$ -	\$ 8,971,656
*	Party-in-interest			