

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan ROGERS GROUP, INC. RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶	003
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) ROGERS GROUP, INC. PO BOX 25250 NASHVILLE, TN 37202	1c Effective date of plan 04/01/1990	2b Employer Identification Number (EIN) 35-1418333
	2c Sponsor's telephone number 615-780-5668	2d Business code (see instructions) 212310

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.	10/06/2014	DUCHESS DUKES
	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 ROGERS GROUP, INC. PO BOX 25250 NASHVILLE, TN 37202		3b Administrator's EIN 35-1418333
		3c Administrator's telephone number 615-780-5668
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	1249
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	1113
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	259
d Subtotal. Add lines 6a , 6b , and 6c	6d	1372
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e	6f	1372
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	1372
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	20
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 2T 2S 3J 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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 ROGERS GROUP, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 ROGERS GROUP, INC.		
D Employer Identification Number (EIN) 35-1418333		

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
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	41245	1372	01/01/2013	12/31/2013

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

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

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

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

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

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

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

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

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

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(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	14274426
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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 ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b Balance at the end of the previous year	7b	13300184
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c Additions: (1) Contributions deposited during the year	7c(1)	1355515	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	315058	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	2279526	
▶ LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURE CREDITS			

(6) Total additions	7c(6)	3950099
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d Total of balance and additions (add lines 7b and 7c(6))	7d	17250283
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1619895	
(2) Administration charge made by carrier	7e(2)	3520	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	1352442	
▶ LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURE DEBITS			

(5) Total deductions	7e(5)	2975857
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	14274426
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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 ROGERS GROUP, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 ROGERS GROUP, INC.	D Employer Identification Number (EIN) 35-1418333	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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)

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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 15 37 50 64	NONE	127899	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
14 15	NONE	9627	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

KRAFT CPA'S PLLC

62-0713250

(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	5170	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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	20.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan ROGERS GROUP, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 ROGERS GROUP, INC.	D Employer Identification Number (EIN) 35-1418333

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)		
(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)	1957543	2247527
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	48980397	60555029
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	13300184	14274426
(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	64238124	77076982

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	64238124	77076982
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2691872	
(B) Participants	2a(1)(B)	3307986	
(C) Others (including rollovers)	2a(1)(C)	405739	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6405597

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)	91891	
(F) Other	2b(1)(F)	315058	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		406949

(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)	874604	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		874604

(3) Rents	2b(3)		
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(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)		
(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)		10796998
c Other income.....	2c		28513
d Total income. Add all income amounts in column (b) and enter total.....	2d		18512661

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	5650902	
(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)		5650902
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		10451
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	12450	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		12450
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5673803

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		12838858
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: KRAFT CPAS PLLC

(2) EIN: 62-0713250

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		15000000
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>ROGERS GROUP, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROGERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>35-1418333</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>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**ROGERS GROUP, INC. & AFFILIATES
RETIREMENT SAVINGS PLAN**

Financial Statements,
Supplementary Information
and
Independent Auditor's Report

December 31, 2013

Employer Identification Number: 35-1418333

Plan Number: 003

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Financial Statements, Supplementary Information and Independent Auditor's Report

December 31, 2013

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All other supplemental schedules ordinarily required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable to this plan for the audit years addressed in the Independent Auditor's Report.



INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Rogers Group, Inc. & Affiliates Retirement Savings Plan
Nashville, Tennessee

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Rogers Group, Inc. & Affiliates 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, 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 5, which was certified by Prudential Retirement Insurance and Annuity Company ("Prudential"), the Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that Prudential holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTER

The supplementary information on page 17 as of December 31, 2013 is required by the Department of Labor's (DOL) 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. The supplementary information is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

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 supplementary information, 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.

KraftCPAs PLLC

Nashville, Tennessee
October 2, 2014

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Statements of Net Assets Available For Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	\$ 74,829,455	\$ 62,280,581
Receivables:		
Employer receivable	71,367	47,665
Notes receivable from participants	<u>2,289,763</u>	<u>2,005,339</u>
Total receivables	<u>2,361,130</u>	<u>2,053,004</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 77,190,585</u>	<u>\$ 64,333,585</u>

See accompanying notes to financial statements.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Statement of Changes In Net Assets Available For Benefits

For The Year Ended December 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 10,856,904
Interest and dividend income	<u>1,189,662</u>

Total investment income	<u>12,046,566</u>
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Interest income on notes receivable from participants	<u>91,891</u>
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Contributions:

Participants	3,307,986
Employer	2,668,170
Rollover	<u>405,739</u>

Total Contributions	<u>6,381,895</u>
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TOTAL ADDITIONS	<u>18,520,352</u>
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	5,650,902
Administrative expenses	<u>12,450</u>

TOTAL DEDUCTIONS	<u>5,663,352</u>
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NET INCREASE	12,857,000
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>64,333,585</u>
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End of year	<u>\$ 77,190,585</u>
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See accompanying notes to financial statements.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Rogers Group, Inc. & Affiliates Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information on the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Rogers Group, Inc. and certain of its affiliates (collectively, the "Employer" or "Plan Administrator"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan was established effective April 1, 1990, and has been amended and restated several times subsequent to its effective date to modify certain Plan provisions and comply with changes in applicable tax regulations. The Retirement Plan Investment and Administration Committee (the "Committee") is responsible for oversight of the Plan. The Committee determines the appropriateness of the investments and monitors investment performance. Prudential Retirement Insurance and Annuity Company ("Prudential") is the Plan Trustee.

Eligibility

Salaried employees are eligible to participate for purposes of making pre-tax and after-tax deferrals effective as of their date of hire or, if later, the date the employee attains age 21. Hourly employees are eligible to participate, effective as of the first day of the month coincident with or next following the later of the employee's completion of ninety days of service or attainment of age 21.

In addition, employees become eligible for Employer contributions as of the first day of the month coincident with or next following the later of the employee's completion of one year of service (1,000 hours) or attainment of age 21.

The Plan excludes union employees, independent contractors, leased employees, nonresident aliens, and those employees employed in a job classification where the customary period of employment is less than thirty hours per week. However, an employee in a job classification where the customary period of employment is less than thirty hours per week, and who would otherwise be eligible to participate in the Plan, is eligible to participate as of the first day of the month coincident with or next following the date on which the employee has both attained age 21 and completed a year of service.

There is no separate eligibility requirement for employees in a job classification where the customary period of employment is less than thirty hours per week.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

Contributions

The Plan provides an automatic enrollment feature where newly eligible employees have 2% of their eligible compensation withheld and contributed to the Plan unless the employee elects not to make contributions or designates a different percentage. There will be annual increases in the automatic contribution percentage of 1% up to a maximum of 5% of the employee's eligible compensation. However, eligible participants can elect to defer up to 100% of their compensation or the maximum amount prescribed by the Secretary of the Treasury on a pre-tax basis under the elective salary deferral component of the Plan. The Employer provides a safe harbor matching contribution of 100% of the elective salary deferral amounts on the first 3% of the participant's contribution and an additional 50% of the next 2% of the participant's contribution.

Eligible participants may designate a portion or all of their elective contributions as a Roth contribution (after-tax contribution).

The Plan also provides for the Employer to make a base contribution for participants hired after December 31, 2003, who have completed one year of service, equal to 2% of the participant's compensation. Subsequent contributions are then made on a payroll by payroll basis. During 2013, \$813,575 of Employer contributions were made under this provision.

Under the profit-sharing component of the Plan, the Employer may contribute to the Plan a percentage of eligible participants' compensation during the Plan year. This discretionary percentage is determined annually by the Employer. The Employer did not make any profit-sharing contributions for the year ended December 31, 2013.

Rollover contributions from other qualified plans are only allowed from employees who have met the eligibility requirements.

Contributions are subject to certain limitations in accordance with applicable regulatory requirements.

Participant Accounts

Each participant's account is credited with the participant's after-tax and pre-tax deferral contributions, the Employer's matching contribution, any rollover contributions, any base contributions (applicable to certain participants, as described above), and an allocation of (a) the Employer's profit-sharing contribution, if any, and (b) investment fund earnings, net of investment expenses. Each participant's account is charged with an allocation of investment losses, if any, and withdrawals. Allocations are based on participant earnings in investment funds, as defined in the Plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's accounts.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

Vesting

Participants are immediately vested in their employee (pre-tax and after-tax), rollover, Employer match and other Employer discretionary contribution accounts. The Employer base contribution, which is made after one year of service, is vested based on years of service. Participants hired prior to January 1, 2012, are 100% vested. Participants hired on or after January 1, 2012, will vest 25% per year beginning on year two and will become fully vested after five years.

Notes Receivable from Participants

Participants are allowed to borrow from their fund accounts a minimum of \$1,000 up to a maximum loan equal to the lesser of \$50,000 or 50% of their account balance. The loans are evidenced by notes with maturities not greater than five years, unless made for the purchase of a primary residence. The notes are secured by 50% of the participant's account balance. Loans to participants or former participants who are still active employees of the Employer will bear interest at one percentage point above the prime rate, as published in the *Wall Street Journal*, on the date the loan is initiated. Interest rates range from 4.25% to 9.25% on loans outstanding as of December 31, 2013. Principal and interest are paid ratably through payroll deductions.

Interest rates on participant loans are required to be commensurate with current interest rates charged on loans made under similar circumstances by persons in the business of making loans. Additionally, participants may not borrow from amounts in their Roth 401(k) contribution accounts.

Payment of Benefits

Participants (or their beneficiaries) are eligible to receive vested benefits upon retirement, death, disability or when they terminate employment with the Employer. The method of distribution shall be determined by the Plan Administrator in accordance with Plan provisions.

Withdrawals

Withdrawals of employee contributions will be granted when the participant has taken the maximum loan available under the Plan and has demonstrated an immediate and heavy financial need arising from a hardship situation. A withdrawal to meet such hardship shall be limited to the lesser of (a) the actual amount of the participant's elective salary deferral contributions account, less any earnings allocated to such account after December 31, 1988, less any elective salary deferral contributions previously withdrawn; and (b) the amount needed to meet the emergency financial hardship plus amounts necessary to pay any federal, state, or local income taxes reasonably anticipated to result from the hardship distribution. A participant is precluded from making any pre-tax or after-tax deferral contributions to the Plan for the 6-month period immediately following the distribution.

Participants who are age 65 and are still employed are allowed to withdraw all or a portion of their account balance.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

Withdrawals of employee after-tax and rollover contributions can be made at any time by a participant who is currently employed. After age 59 ½, a participant may also withdraw all or a portion of his interest in his pre-tax deferral, safe harbor match and Employer base contribution accounts.

Investment Options

Participants may direct contributions and earnings into various funds held by Prudential.

Participants may change their investment options at any time.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

An adjustment from fair value to contract value was not made in the accompanying financial statements as the Employer determined that the contract value of the investment contract approximated fair value at December 31, 2013 and 2012.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan 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 stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan determines the valuation policies utilizing information provided by the investment advisers and Trustee. See Note 4 for discussion of fair value measurements.

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

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefit payments are recognized in the year paid.

Administrative Expenses

Substantially all expenses of maintaining the Plan are paid by the Employer. Investment related expenses are included in net appreciation in fair value of investments. Certain administrative expenses are paid by the Plan.

Events Occurring After Reporting Date

The Plan Administrator has evaluated events and transactions that occurred between December 31, 2013 and October 2, 2014, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 3 - PARTICIPANT-DIRECTED INVESTMENTS

Plan investments are participant-directed. Investments that represent 5% or more of the Plan's net assets at December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Oakmark Equity & Income Fund	\$ 8,848,310	\$ 7,275,696
Janus Twenty Fund	4,493,315	4,148,252
Vanguard Intermediate Term Bond Index Signal Fund	7,158,565	8,223,359
Vanguard Value Index Institutional	11,750,372	8,653,385
Vanguard Small Cap Growth Index Fund	4,078,487	**
Vanguard International Growth Fund Admiral Shares	4,877,782	3,851,044
Guaranteed Income Fund	14,274,426	13,300,184
Vanguard Growth Index Institutional Fund	10,090,242	7,708,177

*** Investment did not represent 5% or more of the Plan's net assets at respective year end.*

During 2013, the Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$10,856,904.

NOTE 4 - FAIR VALUE MEASUREMENTS

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). 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.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis:

Mutual funds	Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
Guaranteed income fund	Valued at contract value which represents deposits made to the contract, plus earnings at guaranteed credited rates, less withdrawals and fees. Contract value approximates fair value.

There have been no changes in the valuation methodologies used at December 31, 2013 and 2012.

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

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2013				
Mutual funds:				
Fixed income funds	\$ 7,158,565	\$ -	\$ -	\$ 7,158,565
Balanced funds	8,848,310	-	-	8,848,310
Large cap stock value funds	11,750,372	-	-	11,750,372
Large cap stock growth funds	14,583,557	-	-	14,583,557
Mid cap stock value funds	417,659	-	-	417,659
Mid cap stock growth funds	995,885	-	-	995,885
Small cap stock value funds	3,117,772	-	-	3,117,772
Small cap stock growth funds	4,078,487	-	-	4,078,487
International stock blend funds	3,342,828	-	-	3,342,828
International stock growth funds	4,877,782	-	-	4,877,782
International stock emerging markets funds	1,383,812	-	-	1,383,812
Total mutual funds	60,555,029	-	-	60,555,029
Guaranteed income fund - see Note 11	-	14,274,426	-	14,274,426
Total	<u>\$ 60,555,029</u>	<u>\$ 14,274,426</u>	<u>\$ -</u>	<u>\$ 74,829,455</u>

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2012				
Mutual funds:				
Fixed income funds	\$ 8,223,359	\$ -	\$ -	\$ 8,223,359
Balanced funds	7,275,696	-	-	7,275,696
Large cap stock value funds	8,653,385	-	-	8,653,385
Large cap stock growth funds	11,856,429	-	-	11,856,429
Mid cap stock value funds	134,229	-	-	134,229
Mid cap stock growth funds	416,706	-	-	416,706
Small cap stock value funds	1,926,988	-	-	1,926,988
Small cap stock growth funds	2,702,503	-	-	2,702,503
International stock blend funds	2,466,157	-	-	2,466,157
International stock growth fund	3,851,044			3,851,044
International stock emerging markets funds	<u>1,473,901</u>	<u>-</u>	<u>-</u>	<u>1,473,901</u>
Total mutual funds	48,980,397	-	-	48,980,397
Guaranteed income fund - see Note 11	<u>-</u>	<u>13,300,184</u>	<u>-</u>	<u>13,300,184</u>
Total	<u>\$48,980,397</u>	<u>\$13,300,184</u>	<u>\$ -</u>	<u>\$62,280,581</u>

NOTE 5 - INFORMATION CERTIFIED BY TRUSTEE

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator has elected that the information certified by the Trustee, Prudential, not be subjected to any auditing procedures, except for comparing such information to the related information contained in the financial statements and supplementary information.

The Trustee has certified to all investments and notes receivable from participants (individually and in summary) as of December 31, 2013 and 2012, and all investment and loan transactions for the year ended December 31, 2013, including investment income, realized and unrealized gains and losses, interest income on notes receivable from participants, and all supplementary information.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Employer contributions.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 7 - TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the sponsor, by a letter dated February 2, 2011, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Internal Revenue Code ("Code"). However, the determination letter did not cover amendments subsequent to filing the application.

The Plan Administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax asset or liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan invests in investment securities, which are exposed to various risks, such as interest rate, credit and overall market risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in 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 financial statements.

NOTE 9 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Parties-in-interest are defined under United States Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Employer and certain others. As of December 31, 2013 and 2012, Plan investments are held by the Trustee, and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, rather than a direct payment.

During 2013, the Plan paid administrative expenses amounting to \$12,450 for recordkeeping services.

All other Plan administrative expenses for the year ended December 31, 2013, including fees incurred for professional services, were paid by the Employer and not charged to the Plan.

These party-in-interest transactions are exempt from the prohibited transactions provisions under ERISA.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of the financial statements to the Form 5500 follows:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 77,190,585	\$ 64,333,585
Accrued Employer's contributions on the financial statements	(71,367)	(47,665)
Deemed distributions	<u>(42,236)</u>	<u>(47,796)</u>
Net assets available for benefits per Form 5500	<u>\$ 77,076,982</u>	<u>\$ 64,238,124</u>
	<u>2013</u>	
Change in net assets available for benefits per the financial statements	\$ 12,857,000	
Differences in categories:		
Employer contributions	(23,702)	
Deemed distributions	<u>5,560</u>	
Change in net assets available for benefits per Form 5500	<u>\$ 12,838,858</u>	

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 11 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a fully benefit-responsive investment contract with Prudential, which offers a guaranteed income fund (GIF). Prudential through the GIF maintains the Plan's contributions in a general account which is pooled with other similar contracts and is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the investment contract is \$14,274,426 and \$13,300,184 as of December 31, 2013 and 2012, respectively, which approximates fair value.

The earnings of the GIF investments are credited daily based on an interest rate applied to each participant's outstanding balance. The interest rates are reviewed and reset by the insurance company semi-annually, effective January 1 and July 1, and that rate will be guaranteed against change during each six-month period. When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula. The average yield and crediting interest rate were 2.30% for 2013 and 2.65% for 2012. The minimum crediting interest rate under the contract is 1.50% for 2013 and 2012.

In the event of contract termination, should total distributions and transfers from the Plan's contract's pool exceed 10% of the pool's balance as of January 1, Prudential has the option (but not obligation) to make the termination payout in installments. The first installment distribution option consists of receiving one-sixth of the Plan's GIF balance within 90 days. Thereafter, the assets may be disbursed in five succeeding annual installments as provided for under the contract. Market value adjustment does not apply upon discontinuance. Guarantees are based on the claims-paying ability of Prudential.

SUPPLEMENTARY INFORMATION

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Employer Identification Number: 35-1418333

Plan Number: 003

Schedule H, Line 4i - Schedule Of Assets (Held At End Of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	**	\$ 14,274,426
		TOTAL GUARANTEED INCOME FUND		<u>14,274,426</u>
	Janus Capital Corporation	Janus Twenty Fund	**	4,493,315
	CDC IXIS	Oakmark Equity & Income Fund	**	8,848,310
	Vanguard Group	Vanguard Intermediate Term Bond Index Signal Fund	**	7,158,565
	Vanguard Group	Vanguard Value Index Institutional	**	11,750,372
	Vanguard Group	Vanguard Small Cap Value Index Fund	**	3,117,772
	Vanguard Group	Vanguard Small Cap Growth Index Fund	**	4,078,487
	Vanguard Group	Vanguard International Growth Fund Admiral Shares	**	4,877,782
	Vanguard Group	Vanguard Growth Index Institutional Fund	**	10,090,242
	American Funds	American Funds Europacific Growth R5 Fund	**	3,342,828
	American Funds	American Funds New World R5 Fund	**	1,383,812
	T. Rowe Price	T. Rowe Price Mid-Cap Value	**	417,659
	T. Rowe Price	T. Rowe Price Mid-Cap Growth	**	<u>995,885</u>
		TOTAL MUTUAL FUNDS	**	<u>60,555,029</u>
		TOTAL INVESTMENTS AT FAIR VALUE	**	<u>74,829,455</u>
*	Participant loans	Various maturities; 4.25% - 9.25%; secured by one- half of respective participants' account balances	-0-	<u>2,289,763</u>
				<u>\$ 77,119,218</u>

*Indicates party-in-interest to the Plan.

**Cost is not required for disclosure on participant-directed investments.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Employer Identification Number: 35-1418333

Plan Number: 003

Schedule H, Line 4i - Schedule Of Assets (Held At End Of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	**	\$ 14,274,426
		TOTAL GUARANTEED INCOME FUND		<u>14,274,426</u>
	Janus Capital Corporation	Janus Twenty Fund	**	4,493,315
	CDC IXIS	Oakmark Equity & Income Fund	**	8,848,310
	Vanguard Group	Vanguard Intermediate Term Bond Index Signal Fund	**	7,158,565
	Vanguard Group	Vanguard Value Index Institutional	**	11,750,372
	Vanguard Group	Vanguard Small Cap Value Index Fund	**	3,117,772
	Vanguard Group	Vanguard Small Cap Growth Index Fund	**	4,078,487
	Vanguard Group	Vanguard International Growth Fund Admiral Shares	**	4,877,782
	Vanguard Group	Vanguard Growth Index Institutional Fund	**	10,090,242
	American Funds	American Funds Europacific Growth R5 Fund	**	3,342,828
	American Funds	American Funds New World R5 Fund	**	1,383,812
	T. Rowe Price	T. Rowe Price Mid-Cap Value	**	417,659
	T. Rowe Price	T. Rowe Price Mid-Cap Growth	**	<u>995,885</u>
		TOTAL MUTUAL FUNDS	**	<u>60,555,029</u>
		TOTAL INVESTMENTS AT FAIR VALUE	**	<u>74,829,455</u>
*	Participant loans	Various maturities; 4.25% - 9.25%; secured by one- half of respective participants' account balances	-0-	<u>2,289,763</u>
				<u>\$ 77,119,218</u>

*Indicates party-in-interest to the Plan.

**Cost is not required for disclosure on participant-directed investments.

**ROGERS GROUP, INC. & AFFILIATES
RETIREMENT SAVINGS PLAN**

Financial Statements,
Supplementary Information
and
Independent Auditor's Report

December 31, 2013

Employer Identification Number: 35-1418333

Plan Number: 003

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Financial Statements, Supplementary Information and Independent Auditor's Report

December 31, 2013

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All other supplemental schedules ordinarily required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable to this plan for the audit years addressed in the Independent Auditor's Report.



INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Rogers Group, Inc. & Affiliates Retirement Savings Plan
Nashville, Tennessee

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Rogers Group, Inc. & Affiliates 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, 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 5, which was certified by Prudential Retirement Insurance and Annuity Company ("Prudential"), the Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that Prudential holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

DISCLAIMER OF OPINION

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

OTHER MATTER

The supplementary information on page 17 as of December 31, 2013 is required by the Department of Labor's (DOL) 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. The supplementary information is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

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 supplementary information, 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.

KraftCPAs PLLC

Nashville, Tennessee
October 2, 2014

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Statements of Net Assets Available For Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	\$ 74,829,455	\$ 62,280,581
Receivables:		
Employer receivable	71,367	47,665
Notes receivable from participants	<u>2,289,763</u>	<u>2,005,339</u>
Total receivables	<u>2,361,130</u>	<u>2,053,004</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 77,190,585</u>	<u>\$ 64,333,585</u>

See accompanying notes to financial statements.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Statement of Changes In Net Assets Available For Benefits

For The Year Ended December 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 10,856,904
Interest and dividend income	<u>1,189,662</u>

Total investment income	<u>12,046,566</u>
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Interest income on notes receivable from participants	<u>91,891</u>
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Contributions:

Participants	3,307,986
Employer	2,668,170
Rollover	<u>405,739</u>

Total Contributions	<u>6,381,895</u>
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TOTAL ADDITIONS	<u>18,520,352</u>
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DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	5,650,902
Administrative expenses	<u>12,450</u>

TOTAL DEDUCTIONS	<u>5,663,352</u>
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NET INCREASE	12,857,000
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>64,333,585</u>
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End of year	<u>\$ 77,190,585</u>
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See accompanying notes to financial statements.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Rogers Group, Inc. & Affiliates Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information on the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Rogers Group, Inc. and certain of its affiliates (collectively, the "Employer" or "Plan Administrator"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan was established effective April 1, 1990, and has been amended and restated several times subsequent to its effective date to modify certain Plan provisions and comply with changes in applicable tax regulations. The Retirement Plan Investment and Administration Committee (the "Committee") is responsible for oversight of the Plan. The Committee determines the appropriateness of the investments and monitors investment performance. Prudential Retirement Insurance and Annuity Company ("Prudential") is the Plan Trustee.

Eligibility

Salaried employees are eligible to participate for purposes of making pre-tax and after-tax deferrals effective as of their date of hire or, if later, the date the employee attains age 21. Hourly employees are eligible to participate, effective as of the first day of the month coincident with or next following the later of the employee's completion of ninety days of service or attainment of age 21.

In addition, employees become eligible for Employer contributions as of the first day of the month coincident with or next following the later of the employee's completion of one year of service (1,000 hours) or attainment of age 21.

The Plan excludes union employees, independent contractors, leased employees, nonresident aliens, and those employees employed in a job classification where the customary period of employment is less than thirty hours per week. However, an employee in a job classification where the customary period of employment is less than thirty hours per week, and who would otherwise be eligible to participate in the Plan, is eligible to participate as of the first day of the month coincident with or next following the date on which the employee has both attained age 21 and completed a year of service.

There is no separate eligibility requirement for employees in a job classification where the customary period of employment is less than thirty hours per week.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

Contributions

The Plan provides an automatic enrollment feature where newly eligible employees have 2% of their eligible compensation withheld and contributed to the Plan unless the employee elects not to make contributions or designates a different percentage. There will be annual increases in the automatic contribution percentage of 1% up to a maximum of 5% of the employee's eligible compensation. However, eligible participants can elect to defer up to 100% of their compensation or the maximum amount prescribed by the Secretary of the Treasury on a pre-tax basis under the elective salary deferral component of the Plan. The Employer provides a safe harbor matching contribution of 100% of the elective salary deferral amounts on the first 3% of the participant's contribution and an additional 50% of the next 2% of the participant's contribution.

Eligible participants may designate a portion or all of their elective contributions as a Roth contribution (after-tax contribution).

The Plan also provides for the Employer to make a base contribution for participants hired after December 31, 2003, who have completed one year of service, equal to 2% of the participant's compensation. Subsequent contributions are then made on a payroll by payroll basis. During 2013, \$813,575 of Employer contributions were made under this provision.

Under the profit-sharing component of the Plan, the Employer may contribute to the Plan a percentage of eligible participants' compensation during the Plan year. This discretionary percentage is determined annually by the Employer. The Employer did not make any profit-sharing contributions for the year ended December 31, 2013.

Rollover contributions from other qualified plans are only allowed from employees who have met the eligibility requirements.

Contributions are subject to certain limitations in accordance with applicable regulatory requirements.

Participant Accounts

Each participant's account is credited with the participant's after-tax and pre-tax deferral contributions, the Employer's matching contribution, any rollover contributions, any base contributions (applicable to certain participants, as described above), and an allocation of (a) the Employer's profit-sharing contribution, if any, and (b) investment fund earnings, net of investment expenses. Each participant's account is charged with an allocation of investment losses, if any, and withdrawals. Allocations are based on participant earnings in investment funds, as defined in the Plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's accounts.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

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December 31, 2013

Vesting

Participants are immediately vested in their employee (pre-tax and after-tax), rollover, Employer match and other Employer discretionary contribution accounts. The Employer base contribution, which is made after one year of service, is vested based on years of service. Participants hired prior to January 1, 2012, are 100% vested. Participants hired on or after January 1, 2012, will vest 25% per year beginning on year two and will become fully vested after five years.

Notes Receivable from Participants

Participants are allowed to borrow from their fund accounts a minimum of \$1,000 up to a maximum loan equal to the lesser of \$50,000 or 50% of their account balance. The loans are evidenced by notes with maturities not greater than five years, unless made for the purchase of a primary residence. The notes are secured by 50% of the participant's account balance. Loans to participants or former participants who are still active employees of the Employer will bear interest at one percentage point above the prime rate, as published in the *Wall Street Journal*, on the date the loan is initiated. Interest rates range from 4.25% to 9.25% on loans outstanding as of December 31, 2013. Principal and interest are paid ratably through payroll deductions.

Interest rates on participant loans are required to be commensurate with current interest rates charged on loans made under similar circumstances by persons in the business of making loans. Additionally, participants may not borrow from amounts in their Roth 401(k) contribution accounts.

Payment of Benefits

Participants (or their beneficiaries) are eligible to receive vested benefits upon retirement, death, disability or when they terminate employment with the Employer. The method of distribution shall be determined by the Plan Administrator in accordance with Plan provisions.

Withdrawals

Withdrawals of employee contributions will be granted when the participant has taken the maximum loan available under the Plan and has demonstrated an immediate and heavy financial need arising from a hardship situation. A withdrawal to meet such hardship shall be limited to the lesser of (a) the actual amount of the participant's elective salary deferral contributions account, less any earnings allocated to such account after December 31, 1988, less any elective salary deferral contributions previously withdrawn; and (b) the amount needed to meet the emergency financial hardship plus amounts necessary to pay any federal, state, or local income taxes reasonably anticipated to result from the hardship distribution. A participant is precluded from making any pre-tax or after-tax deferral contributions to the Plan for the 6-month period immediately following the distribution.

Participants who are age 65 and are still employed are allowed to withdraw all or a portion of their account balance.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

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Withdrawals of employee after-tax and rollover contributions can be made at any time by a participant who is currently employed. After age 59 ½, a participant may also withdraw all or a portion of his interest in his pre-tax deferral, safe harbor match and Employer base contribution accounts.

Investment Options

Participants may direct contributions and earnings into various funds held by Prudential.

Participants may change their investment options at any time.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

An adjustment from fair value to contract value was not made in the accompanying financial statements as the Employer determined that the contract value of the investment contract approximated fair value at December 31, 2013 and 2012.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan 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 stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan determines the valuation policies utilizing information provided by the investment advisers and Trustee. See Note 4 for discussion of fair value measurements.

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

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

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Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefit payments are recognized in the year paid.

Administrative Expenses

Substantially all expenses of maintaining the Plan are paid by the Employer. Investment related expenses are included in net appreciation in fair value of investments. Certain administrative expenses are paid by the Plan.

Events Occurring After Reporting Date

The Plan Administrator has evaluated events and transactions that occurred between December 31, 2013 and October 2, 2014, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

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NOTE 3 - PARTICIPANT-DIRECTED INVESTMENTS

Plan investments are participant-directed. Investments that represent 5% or more of the Plan's net assets at December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Oakmark Equity & Income Fund	\$ 8,848,310	\$ 7,275,696
Janus Twenty Fund	4,493,315	4,148,252
Vanguard Intermediate Term Bond Index Signal Fund	7,158,565	8,223,359
Vanguard Value Index Institutional	11,750,372	8,653,385
Vanguard Small Cap Growth Index Fund	4,078,487	**
Vanguard International Growth Fund Admiral Shares	4,877,782	3,851,044
Guaranteed Income Fund	14,274,426	13,300,184
Vanguard Growth Index Institutional Fund	10,090,242	7,708,177

*** Investment did not represent 5% or more of the Plan's net assets at respective year end.*

During 2013, the Plan's investments in mutual funds (including investments bought, sold, and held during the year) appreciated in value by \$10,856,904.

NOTE 4 - FAIR VALUE MEASUREMENTS

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). 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.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

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December 31, 2013

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis:

Mutual funds	Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
Guaranteed income fund	Valued at contract value which represents deposits made to the contract, plus earnings at guaranteed credited rates, less withdrawals and fees. Contract value approximates fair value.

There have been no changes in the valuation methodologies used at December 31, 2013 and 2012.

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

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

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December 31, 2013

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2013				
Mutual funds:				
Fixed income funds	\$ 7,158,565	\$ -	\$ -	\$ 7,158,565
Balanced funds	8,848,310	-	-	8,848,310
Large cap stock value funds	11,750,372	-	-	11,750,372
Large cap stock growth funds	14,583,557	-	-	14,583,557
Mid cap stock value funds	417,659	-	-	417,659
Mid cap stock growth funds	995,885	-	-	995,885
Small cap stock value funds	3,117,772	-	-	3,117,772
Small cap stock growth funds	4,078,487	-	-	4,078,487
International stock blend funds	3,342,828	-	-	3,342,828
International stock growth funds	4,877,782	-	-	4,877,782
International stock emerging markets funds	1,383,812	-	-	1,383,812
Total mutual funds	60,555,029	-	-	60,555,029
Guaranteed income fund - see Note 11	-	14,274,426	-	14,274,426
Total	<u>\$ 60,555,029</u>	<u>\$ 14,274,426</u>	<u>\$ -</u>	<u>\$ 74,829,455</u>

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2012				
Mutual funds:				
Fixed income funds	\$ 8,223,359	\$ -	\$ -	\$ 8,223,359
Balanced funds	7,275,696	-	-	7,275,696
Large cap stock value funds	8,653,385	-	-	8,653,385
Large cap stock growth funds	11,856,429	-	-	11,856,429
Mid cap stock value funds	134,229	-	-	134,229
Mid cap stock growth funds	416,706	-	-	416,706
Small cap stock value funds	1,926,988	-	-	1,926,988
Small cap stock growth funds	2,702,503	-	-	2,702,503
International stock blend funds	2,466,157	-	-	2,466,157
International stock growth fund	3,851,044			3,851,044
International stock emerging markets funds	<u>1,473,901</u>	<u>-</u>	<u>-</u>	<u>1,473,901</u>
Total mutual funds	48,980,397	-	-	48,980,397
Guaranteed income fund - see Note 11	<u>-</u>	<u>13,300,184</u>	<u>-</u>	<u>13,300,184</u>
Total	<u>\$48,980,397</u>	<u>\$13,300,184</u>	<u>\$ -</u>	<u>\$62,280,581</u>

NOTE 5 - INFORMATION CERTIFIED BY TRUSTEE

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator has elected that the information certified by the Trustee, Prudential, not be subjected to any auditing procedures, except for comparing such information to the related information contained in the financial statements and supplementary information.

The Trustee has certified to all investments and notes receivable from participants (individually and in summary) as of December 31, 2013 and 2012, and all investment and loan transactions for the year ended December 31, 2013, including investment income, realized and unrealized gains and losses, interest income on notes receivable from participants, and all supplementary information.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Employer contributions.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 7 - TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the sponsor, by a letter dated February 2, 2011, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Internal Revenue Code ("Code"). However, the determination letter did not cover amendments subsequent to filing the application.

The Plan Administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax asset or liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan invests in investment securities, which are exposed to various risks, such as interest rate, credit and overall market risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in 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 financial statements.

NOTE 9 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Parties-in-interest are defined under United States Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Employer and certain others. As of December 31, 2013 and 2012, Plan investments are held by the Trustee, and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, rather than a direct payment.

During 2013, the Plan paid administrative expenses amounting to \$12,450 for recordkeeping services.

All other Plan administrative expenses for the year ended December 31, 2013, including fees incurred for professional services, were paid by the Employer and not charged to the Plan.

These party-in-interest transactions are exempt from the prohibited transactions provisions under ERISA.

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of the financial statements to the Form 5500 follows:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 77,190,585	\$ 64,333,585
Accrued Employer's contributions on the financial statements	(71,367)	(47,665)
Deemed distributions	<u>(42,236)</u>	<u>(47,796)</u>
Net assets available for benefits per Form 5500	<u>\$ 77,076,982</u>	<u>\$ 64,238,124</u>
	<u>2013</u>	
Change in net assets available for benefits per the financial statements	\$ 12,857,000	
Differences in categories:		
Employer contributions	(23,702)	
Deemed distributions	<u>5,560</u>	
Change in net assets available for benefits per Form 5500	<u>\$ 12,838,858</u>	

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

NOTE 11 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a fully benefit-responsive investment contract with Prudential, which offers a guaranteed income fund (GIF). Prudential through the GIF maintains the Plan's contributions in a general account which is pooled with other similar contracts and is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the investment contract is \$14,274,426 and \$13,300,184 as of December 31, 2013 and 2012, respectively, which approximates fair value.

The earnings of the GIF investments are credited daily based on an interest rate applied to each participant's outstanding balance. The interest rates are reviewed and reset by the insurance company semi-annually, effective January 1 and July 1, and that rate will be guaranteed against change during each six-month period. When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula. The average yield and crediting interest rate were 2.30% for 2013 and 2.65% for 2012. The minimum crediting interest rate under the contract is 1.50% for 2013 and 2012.

In the event of contract termination, should total distributions and transfers from the Plan's contract's pool exceed 10% of the pool's balance as of January 1, Prudential has the option (but not obligation) to make the termination payout in installments. The first installment distribution option consists of receiving one-sixth of the Plan's GIF balance within 90 days. Thereafter, the assets may be disbursed in five succeeding annual installments as provided for under the contract. Market value adjustment does not apply upon discontinuance. Guarantees are based on the claims-paying ability of Prudential.

SUPPLEMENTARY INFORMATION

ROGERS GROUP, INC. & AFFILIATES RETIREMENT SAVINGS PLAN

Employer Identification Number: 35-1418333

Plan Number: 003

Schedule H, Line 4i - Schedule Of Assets (Held At End Of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	**	\$ 14,274,426
		TOTAL GUARANTEED INCOME FUND		<u>14,274,426</u>
	Janus Capital Corporation	Janus Twenty Fund	**	4,493,315
	CDC IXIS	Oakmark Equity & Income Fund	**	8,848,310
	Vanguard Group	Vanguard Intermediate Term Bond Index Signal Fund	**	7,158,565
	Vanguard Group	Vanguard Value Index Institutional	**	11,750,372
	Vanguard Group	Vanguard Small Cap Value Index Fund	**	3,117,772
	Vanguard Group	Vanguard Small Cap Growth Index Fund	**	4,078,487
	Vanguard Group	Vanguard International Growth Fund Admiral Shares	**	4,877,782
	Vanguard Group	Vanguard Growth Index Institutional Fund	**	10,090,242
	American Funds	American Funds Europacific Growth R5 Fund	**	3,342,828
	American Funds	American Funds New World R5 Fund	**	1,383,812
	T. Rowe Price	T. Rowe Price Mid-Cap Value	**	417,659
	T. Rowe Price	T. Rowe Price Mid-Cap Growth	**	<u>995,885</u>
		TOTAL MUTUAL FUNDS	**	<u>60,555,029</u>
		TOTAL INVESTMENTS AT FAIR VALUE	**	<u>74,829,455</u>
*	Participant loans	Various maturities; 4.25% - 9.25%; secured by one- half of respective participants' account balances	-0-	<u>2,289,763</u>
				<u>\$ 77,119,218</u>

*Indicates party-in-interest to the Plan.

**Cost is not required for disclosure on participant-directed investments.