

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>DOVER CORPORATION RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>030</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1983</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>030</u>	1c Effective date of plan <u>10/01/1983</u>	
1b Three-digit plan number (PN) ▶	<u>030</u>				
1c Effective date of plan <u>10/01/1983</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DOVER CORPORATION</u> <u>3005 HIGHLAND PARK, SUITE 200</u> <u>DOWNS GROVE, IL 60515</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>53-0257888</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>630-541-1540</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>333200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>53-0257888</u>	2c Sponsor's telephone number <u>630-541-1540</u>	2d Business code (see instructions) <u>333200</u>	
2b Employer Identification Number (EIN) <u>53-0257888</u>					
2c Sponsor's telephone number <u>630-541-1540</u>					
2d Business code (see instructions) <u>333200</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	DANIEL J. CURCIO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	DANIEL J. CURCIO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 19241
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 15294
b Retired or separated participants receiving benefits	6b 119
c Other retired or separated participants entitled to future benefits	6c 3912
d Subtotal. Add lines 6a , 6b , and 6c	6d 19325
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 97
f Total. Add lines 6d and 6e	6f 19422
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 17840
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 478
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 2I 2J 2K 2O 2S 2T 3H 3I	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan DOVER CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	030
C Plan sponsor's name as shown on line 2a of Form 5500 DOVER CORPORATION	D Employer Identification Number (EIN) 53-0257888	

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
ABERDEEN SMALL CAP INST FUND
51-0368279

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
AMER CAPITAL WORLD GROWTH AND INCOM
95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS GROWTH FUNDS OF AMER
95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ARTISAN MID CAP VALUE INVESTER FUND
39-1811840

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

COLUMBIA BALANCED (K) FUND

93-0577450

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

COLUMBIA LARGE CORE QUANTITATIVE R4

41-1533211

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

COLUMBIA TRUST LARGE CAP INDEX B

41-0007957

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

DAVIS NEW YORK VENTURE FUND A

52-1346931

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

HARTFORD SMALL COMPANY HLS 1A FUND

06-1448870

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

NEUBERGER BERMAN GENESIS TRUST

13-5521910

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

NORTHERN SMALL CAP VALUE FUND

39-1777350

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

PIMCO TOTAL RETURN ADMIN

95-2632339

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

M & N RETIREMENT TARGET INCOME FUND

02-0476209

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

M & N RET TARGET CIT FUND 2010

02-0476209

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

M & N RET TARGET CIT FUND 2020

02-0476209

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

M & N RET TARGET CIT FUND 2030

02-0476209

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

M & N RET TARGET CIT FUND 2040

02-0476209

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

RIVERSOURCE TRUST INCOME FUND II

41-0007957

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

WF/THORNBURG INTERNATIONAL CIT N25

45-6651358

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

VANGUARD TOTAL BOND MARKET INDEX

23-2383781

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

VANGUARD TARGET RETIREMENT INCOME

20-0147814

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

VANGUARD TARGET RETIREMENT 2010

20-4683839

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

VANGUARD TARGET RETIREMENT 2015

20-0147869

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

VANGUARD TARGET RETIREMENT 2020

20-4683964

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

VANGUARD TARGET RETIREMENT 2025

20-0147884

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

VANGUARD TARGET RETIREMENT 2030

20-4683985

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

VANGUARD TARGET RETIREMENT 2035

20-0147903

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

VANGUARD TARGET RETIREMENT 2040

20-4684039

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

VANGUARD TARGET RETIREMENT 2045

20-0147923

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

VANGUARD TARGET RETIREMENT 2050

20-4684087

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

VANGUARD TARGET RETIREMENT 2055

27-2826157

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

VANGUARD TARGET RETIREMENT 2060

45-3678862

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

VANGUARD EXTENDED MARKET INDEX

23-2482430

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

VANGUARD INSTITUTIONAL INDEX

23-2601141

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

VANGUARD TOTAL INTRNTNL STOCK INDEX

23-2834923

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

NEUBERGER BERMAN GENESIS R6

13-3240872

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

PIMCO TOTAL RETURN INSTL

33-0239892

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

ARTISAN MID CAP VALUE INSTL

30-0551775

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

DAVIS NEW YORK VENTURE FUND Y

13-2601967

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

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

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

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

(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)

WELLS FARGO

94-1347393

(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 19 21 28 37 38 50 52 64	NONE	1448272	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON PENNSYLVANIA INC.

23-1159360

(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?
17 50	NONE	844693	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	123248	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)

BAKER & MCKENZIE

36-2137456

(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?
29 50	NONE	76957	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CROWE HORWATH LLP

35-0921680

(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?
29 50	NONE	42500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENSION BENEFIT INFORMATION

94-2856521

(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?
49 50	NONE	18390	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>DOVER CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>030</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DOVER CORPORATION</u>	D Employer Identification Number (EIN) <u>53-0257888</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RIVERSOURCE TRUST INCOME FUND II</u>		
b Name of sponsor of entity listed in (a): <u>AMERIPRISE TRUST COMPANY</u>		
c EIN-PN <u>41-0007957-018</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>142207483</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO / THORNBURG INTL CIT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6651358-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>67357988</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>M & N RETIREMENT TARGET 2030</u>		
b Name of sponsor of entity listed in (a): <u>EXETER TRUST COMPANY</u>		
c EIN-PN <u>02-0476209-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLUMBIA TRUST LARGE CAP INDEX B</u>		
b Name of sponsor of entity listed in (a): <u>AMERIPRISE TRUST COMPANY</u>		
c EIN-PN <u>41-0007957-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>M & N RETIREMENT TARGET 2040</u>		
b Name of sponsor of entity listed in (a): <u>EXETER TRUST COMPANY</u>		
c EIN-PN <u>02-0476209-022</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>M & N RETIREMENT TARGET 2020</u>		
b Name of sponsor of entity listed in (a): <u>EXETER TRUST COMPANY</u>		
c EIN-PN <u>02-0476209-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>M & N RETIREMENT TARGET 2010</u>		
b Name of sponsor of entity listed in (a): <u>EXETER TRUST COMPANY</u>		
c EIN-PN <u>02-0476209-025</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: **M & N RETIREMENT TARGET INCOME TRUS**

b Name of sponsor of entity listed in (a): **EXETER TRUST COMPANY**

c EIN-PN 02-0476209-026	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 DOVER CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	030
C Plan sponsor's name as shown on line 2a of Form 5500 DOVER CORPORATION	D Employer Identification Number (EIN) 53-0257888	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	13648911	10533529
	(2) Participant contributions	1b(2)	868653	214328
	(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)	37092700	40132873
	(9) Value of interest in common/collective trusts	1c(9)	385499597	209565471
	(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)	341337327	653150070
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	239177936	342347222
(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	1017625124	1255943493

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	41029	121375
k Total liabilities (add all amounts in lines 1g through 1j)	1k	41029	121375

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1017584095	1255822118
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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)	26512971	
(B) Participants	2a(1)(B)	50802038	
(C) Others (including rollovers)	2a(1)(C)	5031042	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		82346051

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)	1263520	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1263520

(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)	13061390	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13061390

(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)	241842585	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		241842585

		(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		338513546

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	99730947	
(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)		99730947
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	2412421	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	123248	
(4) Other	2i(4)	18390	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2554059
j Total expenses. Add all expense amounts in column (b) and enter total	2j		102285006

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		236228540
l Transfers of assets:			
(1) To this plan	2l(1)		2009483
(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: CROWE HORWATH LLP

(2) EIN: 35-0921680

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		111528
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		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
POWER SOAK SYSTEMS, INC. 401(K) PROFIT SHARING PLAN	20-0250236	002

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>DOVER CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>030</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DOVER CORPORATION</u>	D Employer Identification Number (EIN) <u>53-0257888</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>56-1354495</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): _____

INDEPENDENT AUDITOR'S REPORT

The Plan Administrator
Dover Corporation Retirement Savings Plan
Downers Grove, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of the Dover Corporation Retirement Savings 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2013 supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling other information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
June 26, 2014

Dover Corporation Retirement Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
At December 31, 2013

(a)	(b)	(c)	(e)
Identity of Issuer, Borrower, Lender, etc.	Description of Investment	Fair Value	
Dover Stock Fund:			
*	Dover Corporation	Dover Stock Fund	\$ 342,347,222
Mutual funds:			
	Artisan	Mid Cap Value Fund	15,685,043
	Davis Funds	New York Venture Fund	141,418,062
	Hartford Mutual Funds	Small Company HLS Fund	29,676,381
	Neuberger Berman	Genesis Fund	77,230,369
	Northern Funds	Small Cap Value Fund	8,248,417
	PIMCO Funds	Total Return Fund	70,008,442
	Vanguard	Total Bond Market Index	600,798
	Vanguard	Target Retirement Income	18,420,617
	Vanguard	Target Retirement 2010	18,619,725
	Vanguard	Target Retirement 2015	4,271,491
	Vanguard	Target Retirement 2020	42,345,921
	Vanguard	Target Retirement 2025	7,456,122
	Vanguard	Target Retirement 2030	86,975,117
	Vanguard	Target Retirement 2035	3,913,751
	Vanguard	Target Retirement 2040	46,845,891
	Vanguard	Target Retirement 2045	1,770,313
	Vanguard	Target Retirement 2050	1,010,943
	Vanguard	Target Retirement 2055	465,153
	Vanguard	Target Retirement 2060	483,094
	Vanguard	Extended Market Index	2,221,568
	Vanguard	Institutional Index	73,449,698
	Vanguard	Total International Stock Index	2,033,154
Collective funds:			
*	RiverSource Trust	Income Fund	142,207,483
*	Wells Fargo	Wells Fargo/Thornburg CIT Fund	67,357,988
Notes receivable from participants:			
*	Plan participants	Interest rates from 3.25% - 10.25%	
		Maturities through 2043	40,132,873
Total investments at fair value			<u>\$1,245,195,636</u>

Column (d) omitted as cost information is not required for participant-directed assets.

* Denotes party-in-interest to the Plan

Dover Corporation Retirement Savings Plan
Schedule H, line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2013

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program (VFCP)	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☒				
2012		2,257 *		
2013		109,271		

* Delinquent participant contributions relating to 2012 but identified and corrected in 2013.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 11-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____

Commission File Number: 1-4018

A: Full title of the plan and the address of the plan, if different from that of the issuer named below:

DOVER CORPORATION RETIREMENT SAVINGS PLAN

B: Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**DOVER CORPORATION
3005 Highland Parkway
Downers Grove, IL 60515
(630) 541-1540**

**Dover Corporation Retirement Savings Plan
Index to Financial Statements
December 31, 2013 and 2012**

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 <u>Financial Statements:</u>	
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 <u>Supplemental Schedules:</u>	
Schedule H, line 4a - Schedule of Delinquent Participant Contributions	14
Schedule H, line 4i - Schedule of Assets (Held at End of Year) at December 31, 2013	15
 Other schedules required by 29 CFR 2520.103-10 of the 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.	

INDEPENDENT AUDITOR'S REPORT

The Plan Administrator
Dover Corporation Retirement Savings Plan
Downers Grove, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of the Dover Corporation Retirement Savings 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2013 supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling other information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
June 26, 2014

Dover Corporation Retirement Savings Plan
Statements of Net Assets Available for Benefits
(in thousands)

	At December 31,	
	2013	2012
Assets:		
Investments at fair value:		
Dover Stock Fund	\$ 342,347	\$ 239,178
Mutual funds	653,150	341,337
Collective funds	209,565	385,500
Total investments	1,205,062	966,015
Receivables:		
Participant contributions receivable	214	869
Employer contributions receivable	10,534	13,649
Notes receivable from participants	40,133	37,093
Total receivables	50,881	51,611
Total Assets	1,255,943	1,017,626
Liabilities:		
Excess contributions payable	(121)	(42)
Net Assets Available for Benefits	\$ 1,255,822	\$ 1,017,584

See Notes to Financial Statements

Dover Corporation Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
(in thousands)

	For the Year Ended December 31, 2013
Additions:	
Investment income:	
Dividends	\$ 13,061
Net appreciation in fair value of investments	241,843
Total investment income	<u>254,904</u>
Interest income on notes receivable from participants	<u>1,264</u>
Contributions:	
Participant contributions	50,802
Employer contributions	26,513
Rollovers	5,031
Total contributions	<u>82,346</u>
Total additions	<u>338,514</u>
Deductions:	
Distributions	(99,731)
Administrative expenses	(2,554)
Total deductions	<u>(102,285)</u>
Net increase in assets available for benefits prior to transfers	236,229
Net plan transfers (Note 7)	2,009
Net assets available for benefits:	
Beginning of year	1,017,584
End of year	<u><u>\$ 1,255,822</u></u>

See Notes to Financial Statements

Dover Corporation Retirement Savings Plan
Notes to Financial Statements
(Amounts in thousands)

1. Description of the Plan

The following description of the Dover Corporation Retirement Savings Plan (the “Plan”) provides only general information. This description of the provisions of the Plan is governed in all respects by the detailed terms and conditions contained in the Plan itself. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to encourage and facilitate retirement savings and investment by eligible employees of Dover Corporation and its subsidiaries (“Dover”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The assets of the Plan that are invested in Dover stock are in a separate fund (“Dover Stock Fund”) which constitutes an "Employee Stock Ownership Plan" (an “ESOP”) under certain sections of the Internal Revenue Code ("IRC"). The Plan gives participants the option to receive dividends in cash with respect to the stock held in the Dover Stock Fund, which then allows Dover to deduct for Federal income tax purposes the dividends that are paid with respect to the stock in such Fund, regardless of whether participants actually receive the dividends in cash.

Wells Fargo Institutional Retirement and Trust is the trustee to the Plan. The Trustee has been granted authority by Dover's Benefits Committee (the “Plan Administrator”), appointed by the Compensation Committee of the Board of Directors, to purchase and sell securities.

Eligibility

Eligible employees of Dover subsidiary companies that have elected to participate in the Plan (“Employer”) may make pre-tax contributions to the Plan. Participating companies may make (i) matching contributions to the Plan, (ii) profit-sharing contributions to the Plan, or (iii) both matching and profit sharing contributions. Generally, all employees of participating companies who have reached age 18 are immediately eligible to participate in the Plan.

Automatic Enrollment

The Plan has an automatic enrollment feature for all employees (except for employee groups covered by collective bargaining agreements that have not authorized such feature). Eligible employees are enrolled automatically in the Plan at a 3% pre-tax contribution rate unless they formally opt-out of the Plan within 45 days (depending on the participating Employer) or elect to contribute at a higher or lower rate. Such participants receive an immediate company match (if their Employer has elected to make matching contributions), with the participant generally becoming fully vested in such matching contributions after attaining one year of service. Pre-tax contributions of participants who are automatically enrolled in the Plan will be invested in the appropriate Vanguard Target Retirement Funds based on the participant's date of birth unless the participant elects other investments permitted under the Plan.

Contributions

Participant

Participant pre-tax deferrals from eligible compensation to the Plan are voluntary. Eligible compensation generally includes salary and wages, commissions and certain bonuses. Generally, a participant may elect to exclude from 1% to 50% (in whole percentages) of his or her eligible compensation (“Participant Contribution”) from current taxable income by having such amount contributed to his or her account in the Plan. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Each participant has the right to roll over into the Plan certain distributions from other tax-qualified plans or appropriate individual retirement accounts. The amount contributed by a participant is subject to applicable IRC limits.

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

Employer

The Plan allows for both a fixed per-payroll matching contribution (“Basic Employer Matching Contribution”) and an additional annual year-end matching contribution (“Year-end Employer Matching Contribution”), together the “Employer Matching Contribution.” The Basic Employer Matching Contribution is typically a fixed percentage (e.g., 25%, 40%, 50%) on the first X% of a participant's compensation (e.g., 6%) that he or she contributes to the Plan, depending on the participating Employer. At the discretion of an Employer's senior management, an additional Year-end Employer Matching Contribution may be made to the Plan on behalf of contributing participants employed on the last day of the year. Basic and Year-end matching contributions are subject to an aggregate limit on such contributions of 200% of the first 6% of each participant's compensation contributed to the Plan. Catch-up contributions are not matched under the Plan. Employer Matching Contributions may be made in the form of cash or Dover stock. Historically, Dover has only contributed cash to the Plan, which is then used to purchase the Dover stock credited to the participants' accounts.

Generally, in any Plan year in which a participant does not receive the maximum Employer Matching Contribution to which he or she is entitled (due to periodic payroll-based limitations), the Employer will make a “true-up” contribution (year-end reconciling Employer Matching Contribution). To be entitled to a true-up contribution, a participant must either be an active employee as of December 31 of the Plan year or his or her employment must have terminated during the Plan year due to death, permanent disability or retirement.

A participating Employer also may elect to make profit sharing contributions for a Plan year with respect to its employees who have satisfied the age and service requirements specified by such Employer. Such contributions are allocated in proportion to the compensation of participants who are employed by that Employer and are employees on the last day of the Plan year whether or not they have deferred any of their compensation into the Plan. Profit sharing contributions are invested consistent with participants' investment fund elections.

Vesting

Participants are fully vested immediately with respect to their own contributions. Employer Matching Contributions for all participants, plus earnings thereon, generally vest after the participant completes one year of service.

Except for those Employers whose employees' profit-sharing contribution accounts are immediately vested, a participant's profit-sharing account generally becomes fully vested after five years of service (or at a rate of 20% per year). A participant's matching contribution and profit-sharing account may also become fully vested upon the participant's attainment of age 65 while he or she is a Dover employee, in the event of his or her death or permanent disability while a Dover employee, or if the Plan is terminated.

Distributions and Forfeitures

A participant's vested account balance in the Plan is distributable following the participant's retirement, death or other termination of employment. Unvested amounts are forfeited and used to reduce future employer contributions. At December 31, 2013 and 2012, accumulated forfeited unvested amounts totaled \$867 and \$1,123, respectively. During 2013, \$518 of forfeitures in the Plan were used to offset current year employer contributions.

Hardship withdrawals are permitted for any participants who are active employees and demonstrate a financial hardship which meets IRC regulations to be considered an “immediate and heavy financial need.” The hardship withdrawal amount is limited to the amount “necessary” to satisfy the financial need, plus income taxes that the participant is expected to incur on the amount of the withdrawal.

Distributions from the Plan are generally made in the form of single lump sum payments, although the Plan allows installment distribution payments in the case of fully vested terminated participants who have reached age 55. For distributions that include Dover stock, the participant may elect to receive whole shares of Dover stock “in-kind” and the remaining fractional share in cash.

A participant is entitled to 100% of his or her account balance upon retirement at or after age 65, death or disability.

Notes Receivable from Participants

A participant may borrow from his or her vested interest in the Plan, subject to applicable IRC regulations and certain restrictions imposed by the Plan. The notes receivable are secured by the balances in the participant's accounts. Each note receivable carries a reasonable rate of interest determined by the Plan Administrator to be commensurate with the prevailing interest rate charged

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

on similar commercial loans made within the same locale and time period. Notes receivable outstanding as of December 31, 2013 bear interest at rates between 3.25% and 10.25%. A participant may have up to two outstanding notes receivable at one time.

Allocation Provisions

Subject to the Plan's excessive trading restrictions, each participant has the right to direct the entire amount of his or her Plan account to be invested in one or more of the available investment funds in multiples of one percent. Each participant has the right during any business day to transfer all or any portion of the amount in his or her account among the investment funds, except that participants who are considered Dover "insiders" may complete transfers involving Dover stock only during designated window periods.

Participants are entitled to vote with respect to any Dover shares in their account in the Plan in the same manner as other Dover stockholders.

Administrative Expenses

Certain administrative expenses of the Plan related to the trustee, recordkeeping, legal and audit fees are paid by Dover and subsequently charged to the Plan. Fees or commissions associated with each of the investment options and certain administrative expenses of the Plan are paid primarily by participants as a deduction from the amount invested or as an offset to investment earnings.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements were prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Investments - Valuation

The Plan's investments are reported at fair value (see Note 4). Investments in common shares of Dover are valued at the closing market price on the last business day of the Plan year based on quotations from a national securities exchange. The fair value of investments in registered mutual funds are obtained from quoted prices on national securities exchanges. The fair value of investments in collective funds are based on the net asset values as of the last business day of the Plan year as determined by their respective investment managers and recent transaction prices.

Investments - Transactions and Income Recognition

Purchases and sales of investment securities are reflected on a trade-date basis. Gains and losses on sales of investment securities are determined on the average cost method. Funds temporarily awaiting investment are placed in a short-term investment fund of the Trustee where they earn the prevailing market rate of interest. Dividend income is recorded on the ex-dividend date.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Fair Value of Other Financial Instruments

The carrying amount of the contribution receivables approximate fair value due to their short term maturities.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances. Interest income is recorded as earned.

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

Use of Estimates in the Preparation of Financial Statements

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

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, collective trust funds, and mutual funds. Investment securities are exposed to various risks, including, but not limited to, interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits.

At December 31, 2013 and 2012, approximately 27.04% and 23.28%, respectively, of the Plan's assets were invested in Dover Corporation common stock.

Distributions to Participants

Distributions to participants are recorded in the Plan's financial statements when paid.

Excess Contributions

Refunds of excess participant deferral contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and reduction in contributions in the Plan year in which the excess deferrals were made to the Plan.

Plan Termination

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

3. Investments

Dover periodically reviews the investment options available in the Plan to ensure that they continue to help participants reach retirement savings goals. During 2013, Dover made the following changes:

- Replaced 5 existing target date funds with 12 new target date funds offered in 5-year increments
- Replaced 6 other funds and consolidated investment options to make it easier for participants to select an investment mix

The Plan offered the following investment fund types during 2013 and 2012:

Dover Stock Fund:

- The Dover Stock Fund invests in Dover common stock and contains a nominal balance in money market instruments for liquidity purposes. This account holds shares of Dover common stock purchased through employee and employer contributions.

Mutual funds:

- The mutual funds are public investment vehicles valued using the net asset value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, less its liabilities, and then divided by the number of shares outstanding. The Plan offers various types of mutual funds with varying levels of risk. Such funds invest in domestic common stock, international stock and bonds.

Collective funds:

- The Wells Fargo/Thornburg International CIT Fund invests its total market value in stocks of international companies that fall within the market capitalization of the MSCI-ACWI ex U.S. The fund may invest in companies of any size, but primarily focuses on large and mid capitalization range of publicly traded companies. The fund seeks to identify value by investing in

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

a diversified portfolio of stocks classified as basic values consistent earners and emerging franchises. Wells Fargo determines the purchase price and redemption price of Units as of the close of each day Wells Fargo is open for business or any time Wells Fargo deems appropriate in its discretion. Redemption proceeds will generally be paid within one business day after receipt of the redemption request, and in all cases within six business days after such receipt. The Wells Fargo/Thornburg International CIT Class N25 Fund was exited by the Plan in 2013 and reinvested in the Wells Fargo/Thornburg International CIT Class N Fund.

- The Income Fund invests in a portfolio consisting primarily of the RiverSource Trust Income Fund II. This Fund seeks maximum current income and price appreciation, consistent with preservation of capital and prudent investment management. The Fund invests in a diversified pool of high quality bonds together with book value contracts and traditional insurance contracts, of varying maturity, size and yield. Units of participation can be redeemed on any business day at the daily unit value. The fund's investment holdings are valued at the redemption value of the underlying fund.
- The Manning & Napier Retirement Target CIT Funds (2010, 2020, 2030, 2040 & Target Income) adjust the investment allocation from a more aggressive mix at younger ages to an increasingly more conservative mix at older ages as the participant approaches his or her retirement date. The funds invest primarily in other collective investment trusts with similar investment objectives, which in turn invest in equity securities, debt and fixed income securities, treasury securities, and mutual funds and invests at varying portfolio allocations as appropriate to adjust over time to meet the changing risk and return objectives of investors over their expected investment horizon. Units of participation can be redeemed on any business day at the daily unit net asset value. These funds were exited by the Plan in 2013 and reinvested in the Vanguard target date mutual funds.
- The Columbia Trust Large Cap Index Fund B (formerly the RiverSource Trust Equity Index Fund I (CTF)) invests primarily in the Columbia Trust Large Cap Index Fund and seeks to achieve the rate of return of the Standard & Poor's 500 Index. The fund invests in some or all of the companies upon which the Standard & Poor's 500 Index is based. Units of participation can be redeemed on any business day at the daily unit value. The fund's holdings are valued at the redemption value of the underlying fund. The fund's primary underlying assets include a diversified portfolio of common stocks across several industries such as oil, gas, and consumable fuels, pharmaceuticals, computers and peripherals, diversified financial services, and insurance services. This fund was exited by the Plan in 2013.

The fair value of investments that individually represent 5% or more of the Plan's net assets available for benefits are noted in the following table:

	At December 31,	
	2013	2012
Dover Stock Fund	\$ 342,347	\$ 239,178
Income Fund	142,207	135,662
Davis New York Venture Fund (Y)*	141,418	—
Vanguard Target Retirement 2030*	86,975	—
PIMCO Total Return Mutual Fund**	—	85,173
Neuberger Berman Genesis R6*	77,230	—
Vanguard Institutional Index I*	73,450	—
PIMCO Total Return Fund (Inst)*	70,008	—
Manning & Napier Retirement Target CIT Fund 2030**	—	67,840
Wells Fargo/Thornburg International CIT N*	67,358	—
Neuberger Berman Genesis Fund**	—	58,210
Columbia Trust Large Cap Index Fund B**	—	56,947

* These were new investments purchased by the Plan during 2013.

** The Plan exited these investments during 2013.

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	For the Year Ended December 31, 2013
Dover Stock Fund	\$ 110,549
Mutual funds	88,582
Collective funds	42,712
	<u>\$ 241,843</u>

4. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures* defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

ASC 820 also establishes a fair value hierarchy that requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

Level 1: quoted prices in active markets for identical assets or liabilities.

Mutual funds and Dover Stock Fund: These investments are public investment securities valued by obtaining quoted prices from nationally recognized securities exchanges.

Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;

Collective funds: These investments are public investment securities valued based on the net asset values as of the last business day of the Plan year as determined by their respective investment managers.

Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities or significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

There were no Level 3 investments held as of December 31, 2013 or 2012 or during 2013.

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

Below are the Plan's financial instruments carried at fair value on a recurring basis by their ASC 820 fair value hierarchy level as of December 31, 2013 and 2012:

	As of December 31, 2013			
	Level 1	Level 2	Level 3	Total Fair Value
Investments:				
Dover Stock Fund	\$ 342,347	\$ —	\$ —	\$ 342,347
Mutual funds:				—
Intermediate-term Fixed Income	70,609	—	—	70,609
Large Cap Blend	308,061	—	—	308,061
Large Cap Growth	141,418	—	—	141,418
Mid Cap Growth	77,230	—	—	77,230
Mid Cap Blend	2,222	—	—	2,222
Mid Cap Value	15,685	—	—	15,685
Small Cap Growth	29,676	—	—	29,676
Small Cap Value	8,249	—	—	8,249
Collective funds:				
Equities	—	67,358	—	67,358
Intermediate-term Fixed Income	—	142,207	—	142,207
Total Investments	\$ 995,497	\$ 209,565	\$ —	\$ 1,205,062

As stated in Note 3, Dover made changes to its portfolio of investment options. In doing so, the Plan exited the Manning & Napier Retirement Target CIT and RiverSource Trust Equity Index collective funds in 2013 and reinvested in various mutual funds.

	As of December 31, 2012			
	Level 1	Level 2	Level 3	Total Fair Value
Investments:				
Dover Stock Fund	\$ 239,178	\$ —	\$ —	\$ 239,178
Mutual funds:				—
Intermediate-term Fixed Income	85,173	—	—	85,173
Large Cap Blend	74,840	—	—	74,840
Large Cap Growth	89,632	—	—	89,632
Mid Cap Growth	58,210	—	—	58,210
Mid Cap Value	8,928	—	—	8,928
Small Cap Growth	18,755	—	—	18,755
Small Cap Value	5,799	—	—	5,799
Collective funds:				—
Equities	—	25,533	—	25,533
Intermediate-term Fixed Income	—	135,662	—	135,662
Lifestyle Fixed Income	—	16,825	—	16,825
Lifestyle Blend	—	47,361	—	47,361
Lifestyle Equity	—	103,172	—	103,172
Diversified Stock Fund	—	56,947	—	56,947
Total Investments	\$ 580,515	\$ 385,500	\$ —	\$ 966,015

5. Related-Party and Party-in-Interest Transactions

Certain Plan assets are invested in common stock of Dover Corporation. Dover, as the Plan sponsor, is also a related party in accordance with Section 3.14 of ERISA. Certain Plan investments are shares of mutual or collective funds managed by the Trustee or companies owned by the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants held by the Plan are also considered party-in-interest transactions.

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

Certain administrative functions are performed by employees of Dover. No such employee receives compensation from the Plan. Other expenses relating to the Plan, including legal and consulting services, are paid directly by Dover. Fees or commissions associated with each of the investment options and certain administrative expenses of the Plan are paid primarily by participants as a deduction from the amount invested or as an offset to investment earnings.

At December 31, 2013 and 2012, the Plan held 3,518 and 3,604 shares of employer stock, respectively. Dividends received by the Plan on these shares totaled \$5,140 for the year ended December 31, 2013. These transactions also qualify as party-in-interest transactions.

6. Income Tax Status

The Plan obtained its latest determination letter on June 7, 2013, in which the Internal Revenue Service stated that the Plan and related trust, as adopted, was designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. The Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC in all material respects with the exception of the transactions noted in Note 8. Therefore, the Company believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement dates.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; 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.

7. Transfers In

On November 5, 2013, assets amounting to \$2,009 were transferred into the Plan as a result of the merger of the Power Soak Systems, Inc. 401(k) Profit Sharing Plan. Employees of Power Soak Systems, Inc. began participating in the Plan effective April 1, 2013.

8. Nonexempt Transactions

As reported on the supplemental schedule of delinquent participant contributions, certain Plan contributions were not remitted to the Plan within the time frame specified by 29 CFR 2510-3-102 of the Department of Labor's Rules and Regulations for reporting under ERISA, thus constituting nonexempt transactions between the Plan and Dover for the year ended December 31, 2013. The transactions that were corrected within the year included deposits of applicable interest.

9. Subsequent Events

On January 14, 2014, assets amounting to \$101,089 were transferred out of the Plan (as a trust-to-trust transfer of assets) into a qualified plan set up for those participants, as of January 1, 2014, who were part of the spin-off of certain communication technologies businesses into a standalone, publicly traded company named Knowles Corporation. On February 28, 2014, Dover completed the distribution of Knowles to its stockholders. The transaction was completed through the pro rata distribution of 100% of the common stock of Knowles to Dover's shareholders of record as of the close of business on February 19, 2014. Each Dover shareholder received one share of Knowles common stock for every two shares of Dover common stock held as of the record date. As a result of the distribution of shares, the Plan assets after February 28, 2014 include Knowles common stock. Participants that hold the Knowles common stock are required to liquidate the stock within the Plan prior to July 15, 2015.

On January 29, 2014, assets amounting to \$23,375 were transferred into the Plan as a result of the merger of the Anthony International 401(k) Savings Plan. Employees of Anthony International began participating in the Plan effective January 1, 2014.

On January 30, 2014, assets amounting to \$411 were transferred into the Plan as a result of the merger of the Curotto-Can Inc. 401k Profit Sharing Plan Trust. Employees of Curotto-Can Inc. began participating in the Plan effective January 1, 2014.

On February 3, 2014, assets amounting to \$2,583 were transferred into the Plan as a result of the merger of the Maag Pump Systems Savings Plan. Employees of Maag Pump Systems began participating in the Plan effective January 1, 2014.

Dover Corporation Retirement Savings Plan

Notes to Financial Statements

(Amounts in thousands)

On February 5, 2014, assets amounting to \$401 and \$10,944 were transferred into the Plan as a result of the mergers of the SPIRIT Global Energy Solutions 401(k) Plan (Spirit) and the Production Control Services, Inc. 401(k) Profit Sharing Plan (Production Control), respectively. Employees of Spirit and Production Control began participating in the Plan effective January 1, 2014.

Dover Corporation Retirement Savings Plan
Schedule H, line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2013
(in thousands)

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program (VFCP)	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☒				
2012		\$ 2 *		
2013		\$ 109		

* Delinquent participant contributions relating to 2012 but identified and corrected in 2013.

Dover Corporation Retirement Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
At December 31, 2013
(in thousands)

(a)	(b)	(c)	(e)
Identity of Issuer, Borrower, Lender, etc.	Description of Investment	Fair Value	
Dover Stock Fund:			
*	Dover Corporation	Dover Stock Fund	\$ 342,347
Mutual funds:			
	Artisan	Mid Cap Value Fund	15,685
	Davis Funds	New York Venture Fund	141,418
	Hartford Mutual Funds	Small Company HLS Fund	29,676
	Neuberger Berman	Genesis Fund	77,230
	Northern Funds	Small Cap Value Fund	8,248
	PIMCO Funds	Total Return Fund	70,008
	Vanguard	Total Bond Market Index	601
	Vanguard	Target Retirement Income	18,421
	Vanguard	Target Retirement 2010	18,620
	Vanguard	Target Retirement 2015	4,272
	Vanguard	Target Retirement 2020	42,346
	Vanguard	Target Retirement 2025	7,456
	Vanguard	Target Retirement 2030	86,975
	Vanguard	Target Retirement 2035	3,914
	Vanguard	Target Retirement 2040	46,846
	Vanguard	Target Retirement 2045	1,770
	Vanguard	Target Retirement 2050	1,011
	Vanguard	Target Retirement 2055	465
	Vanguard	Target Retirement 2060	483
	Vanguard	Extended Market Index	2,222
	Vanguard	Institutional Index	73,450
	Vanguard	Total International Stock Index	2,033
Collective funds:			
*	RiverSource Trust	Income Fund	142,207
*	Wells Fargo	Wells Fargo/Thornburg CIT Fund	67,358
Notes receivable from participants:			
*	Plan participants	Interest rates from 3.25% - 10.25%	
		Maturities through 2043	40,133
Total investments at fair value			<u>\$ 1,245,195</u>

Column (d) omitted as cost information is not required for participant-directed assets.

* Denotes party-in-interest to the Plan