

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| 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:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------|-------------------------------------------------------|--|---------------------------------------------------------------------|--|-------------------------------------------------------------|--|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                            | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1a</b> Name of plan<br><u>QUAKER MFG 401K PLAN</u>                                                                                                                                                     | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>06/01/2010</u></td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>34-0904828</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>330-332-4631</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>332110</u></td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | <u>001</u> | <b>1c</b> Effective date of plan<br><u>06/01/2010</u> |  | <b>2b</b> Employer Identification Number (EIN)<br><u>34-0904828</u> |  | <b>2c</b> Sponsor's telephone number<br><u>330-332-4631</u> |  | <b>2d</b> Business code (see instructions)<br><u>332110</u> |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                  | <u>001</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>06/01/2010</u>                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>34-0904828</u>                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>330-332-4631</u>                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>332110</u>                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |                                                                     |  |                                                             |  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>QUAKER MFG CORP</u><br><br><u>187 GEORGETOWN RD</u><br><u>SALEM, OH 44460</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.

|                                                                                                            |                                                                                      |                    |                                                                             |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature.<br>Signature of plan administrator | 10/10/2014<br>Date | THOMAS R. KAYATIN<br>Enter name of individual signing as plan administrator |
| <b>SIGN HERE</b>                                                                                           | Signature of employer/plan sponsor                                                   | Date               | Enter name of individual signing as employer or plan sponsor                |
| <b>SIGN HERE</b>                                                                                           | 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)                                      |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 123 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 126 |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                         |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 20  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 146 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 146 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 98  |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 3   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2S 2T 3D                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |     |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |     |

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

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

|                                                                                         |                                                                    |            |
|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><b>QUAKER MFG 401K PLAN</b>                                    | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <b>001</b> |
|                                                                                         |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>QUAKER MFG CORP</b> | <b>D</b> Employer Identification Number (EIN)<br><b>34-0904828</b> |            |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

**ALLIANZ GLOBAL INVESTORS DISTRIBUTO** **1345 AVENUE OF THE AMERICAS**  
**NEW YORK, NY 10105**

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

**AMERICAN CENTURY INVESTMENT SERVICE**

**44-0640487**

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

**BLACKROCK INVESTMENTS, INC.**

**23-2784752**

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

**FRANKLIN TEMPLETON DISTRIBUTORS, IN** **100 FOUNTAIN PARKWAY**  
**ST. PETERSBURG, FL 33716**

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

---

GOLDMAN SACHS

71 SOUTH WACKER DRIVE  
SUITE 500  
CHICAGO, IL 60606

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

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INVESCO DISTRIBUTORS, INC.

74-1894784

---

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

---

LORD ABBETT DISTRIBUTOR, LLC

90 HUDSON STREET  
JERSEY CITY, NJ 07032

---

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

---

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

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THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.  
SANTA FE, NM 87506

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

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VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

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

ADP

22-1467904

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 37 50 15 64            | RECORD KEEPER                                                                                     | 1550                                                                   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

STATE STREET CORPORATION

04-1867445

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 21 99                  | DIRECTED TRUSTEE/CUSTODIAN                                                                        | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 500                                                                                                                                                                             | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

ADP BROKER-DEALER

22-3319984

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 63 60 59 49 99         | RECORD KEEPER                                                                                     | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

**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)

LPL 2932 WOOSTER ROAD  
ROCKY RIVER, OH 44116

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 49 99                  | ADVISOR                                                                                           | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| LPL                                                                                                                                                                                                                                                                                                                                                                                                                                 | 99                                      | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>ADP BROKER-DEALER</p> <p>22-3319984</p>                                                                                                                                                                                                                                                                                                        |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.005 BASIS POINTS</p>                                                                                                                                                                                                                          |                                         |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>                                                                                                                                                                                                                                                                                                                                      |                                         |                                           |
| <p><b>(b)</b> Service Codes<br/>(see instructions)</p> <p>63 60 59</p>                                                                                                                                                                                                                                                                                                                                                              |                                         |                                           |
| <p><b>(c)</b> Enter amount of indirect compensation</p> <p style="text-align: right;">0</p>                                                                                                                                                                                                                                                                                                                                         |                                         |                                           |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS<br/>NEW YORK, NY 10105</p>                                                                                                                                                                                                                                                     |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS</p>                                                                                                                                                 |                                         |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>                                                                                                                                                                                                                                                                                                                                      |                                         |                                           |
| <p><b>(b)</b> Service Codes<br/>(see instructions)</p> <p>63 60 59</p>                                                                                                                                                                                                                                                                                                                                                              |                                         |                                           |
| <p><b>(c)</b> Enter amount of indirect compensation</p> <p style="text-align: right;">0</p>                                                                                                                                                                                                                                                                                                                                         |                                         |                                           |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>AMERICAN CENTURY INVESTMENT SERVICE</p> <p>44-0640487</p>                                                                                                                                                                                                                                                                                      |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS</p> |                                         |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| ADP BROKER-DEALER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 63 60 59                                | 0                                         |
| <div style="border-top: 1px solid black; padding-top: 5px;"> <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation<br/><br/>           BLACKROCK INVESTMENTS, INC.<br/><br/>           23-2784752         </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br/><br/>           ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>           ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS         </div> </div> </div>                                                                                                                                                                                                                        |                                         |                                           |
| <div style="border-top: 1px solid black; padding-top: 5px;"> <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2<br/><br/>           ADP BROKER-DEALER         </div> <div style="width: 20%;"> <b>(b)</b> Service Codes<br/>(see instructions)<br/><br/>           63 60 59         </div> <div style="width: 20%;"> <b>(c)</b> Enter amount of indirect compensation<br/><br/> <div style="text-align: right;">0</div> </div> </div> </div>                                                                                                                                                                                                                                                                                                                                                                 |                                         |                                           |
| <div style="border-top: 1px solid black; padding-top: 5px;"> <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation<br/><br/>           FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY<br/>           ST. PETERSBURG, FL 33716         </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br/><br/>           ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>           ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br/>           ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>           ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br/>           ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS         </div> </div> </div> |                                         |                                           |
| <div style="border-top: 1px solid black; padding-top: 5px;"> <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2<br/><br/>           ADP BROKER-DEALER         </div> <div style="width: 20%;"> <b>(b)</b> Service Codes<br/>(see instructions)<br/><br/>           63 60 59         </div> <div style="width: 20%;"> <b>(c)</b> Enter amount of indirect compensation<br/><br/> <div style="text-align: right;">0</div> </div> </div> </div>                                                                                                                                                                                                                                                                                                                                                                 |                                         |                                           |
| <div style="border-top: 1px solid black; padding-top: 5px;"> <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation<br/><br/>           GOLDMAN SACHS 71 SOUTH WACKER DRIVE<br/>           SUITE 500<br/>           CHICAGO, IL 60606         </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br/><br/>           ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>           ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS         </div> </div> </div>                                                                                                                                                                                     |                                         |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| ADP BROKER-DEALER                                                                                                                                                                                                                                                                                                                                                            | 99                                      | 0                                         |
| <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>INVESCO DISTRIBUTORS, INC.</p> <p>74-1894784</p>                                                                                                                                                                                                                                               |                                         |                                           |
| <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS</p>                                                                                                                                                 |                                         |                                           |
| <p>(a) Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>                                                                                                                                                                                                                                                                                      |                                         |                                           |
| <p>(b) Service Codes<br/>(see instructions)</p> <p>63 60 59</p>                                                                                                                                                                                                                                                                                                              |                                         |                                           |
| <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">0</p>                                                                                                                                                                                                                                                                                         |                                         |                                           |
| <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>LORD ABBETT DISTRIBUTOR, LLC      90 HUDSON STREET<br/>JERSEY CITY, NJ 07032</p>                                                                                                                                                                                                               |                                         |                                           |
| <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p> |                                         |                                           |
| <p>(a) Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>                                                                                                                                                                                                                                                                                      |                                         |                                           |
| <p>(b) Service Codes<br/>(see instructions)</p> <p>63 60 59</p>                                                                                                                                                                                                                                                                                                              |                                         |                                           |
| <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">0</p>                                                                                                                                                                                                                                                                                         |                                         |                                           |
| <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PRUDENTIAL INVESTMENTS LLC</p> <p>22-3468527</p>                                                                                                                                                                                                                                               |                                         |                                           |
| <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>                                                                                                 |                                         |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| ADP BROKER-DEALER                                                                                                                                                                                                                                                                                                                                                                                                                       | 99                                      | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>STATE STREET CORPORATION</p> <p>04-1867445</p>                                                                                                                                                                                                                                                                                                     |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00550 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00750 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00630 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00870 OF AVERAGE DAILY ASSETS</p> |                                         |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>                                                                                                                                                                                                                                                                                                                                          |                                         |                                           |
| (b) Service Codes<br>(see instructions)                                                                                                                                                                                                                                                                                                                                                                                                 |                                         | (c) Enter amount of indirect compensation |
| 63 60 59                                                                                                                                                                                                                                                                                                                                                                                                                                |                                         | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>THORNBURG SECURITIES CORPORATION    2300 NORTH RIDGETOP RD.<br/> SANTA FE, NM 87506</p>                                                                                                                                                                                                                                                            |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>                                                                                                                                                    |                                         |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>                                                                                                                                                                                                                                                                                                                                          |                                         |                                           |
| (b) Service Codes<br>(see instructions)                                                                                                                                                                                                                                                                                                                                                                                                 |                                         | (c) Enter amount of indirect compensation |
| 63 60 59                                                                                                                                                                                                                                                                                                                                                                                                                                |                                         | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>VICTORY CAPITAL MANAGEMENT</p> <p>13-2700161</p>                                                                                                                                                                                                                                                                                                   |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS<br/> ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>                                                  |                                         |                                           |

**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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
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|                                                                          |                               |                                                                                     |
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|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                |                                                                          |            |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>QUAKER MFG 401K PLAN</u>                                           | <b>B</b> Three-digit plan number (PN) <span style="float:right">►</span> | <u>001</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>QUAKER MFG CORP</u> | <b>D</b> Employer Identification Number (EIN)<br><u>34-0904828</u>       |            |

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

|                                                                                           |                               |                                                                                                                                                    |
|-------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>INVESCO STABLE ASSET</u>                |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>INVESCO NATIONAL TRUST COMPANY</u>   |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN <u>27-3884161-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float:right"><u>135976</u></span> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA INTL IDX SECLEND SER VIII</u>      |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>STATE STREET BANK &amp; TRUST CO</u> |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN <u>90-0337987-336</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float:right"><u>19480</u></span>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA RUSS SC IDX VIII</u>               |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>STATE STREET BANK &amp; TRUST CO</u> |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN <u>90-0337987-340</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float:right"><u>1882</u></span>   |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA S&amp;P 500 IDX IX</u>             |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>STATE STREET BANK &amp; TRUST CO</u> |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN <u>90-0337987-344</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float:right"><u>3332</u></span>   |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA S&amp;P MD CP IDX NL J</u>         |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>STATE STREET BANK &amp; TRUST CO</u> |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN <u>90-0337987-347</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float:right"><u>18576</u></span>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA REIT IDX NLS G</u>                 |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>STATE STREET BANK &amp; TRUST CO</u> |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN <u>90-0337987-359</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float:right"><u>2810</u></span>   |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                                                    |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                                                |

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                        |            |
| <b>A</b> Name of plan<br><u>QUAKER MFG 401K PLAN</u>                                                     | <b>B</b> Three-digit plan number (PN) ►                                | <u>001</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>QUAKER MFG CORP</u>                  | <b>D</b> Employer Identification Number (EIN)<br><br><u>34-0904828</u> |            |

| <b>Part I</b> | <b>Asset and Liability Statement</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 | (a) Beginning of Year | (b) End of Year |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b>      | 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. <b>Round off amounts to the nearest dollar.</b> 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. |                 |                       |                 |
|               | <b>Assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                       |                 |
| <b>a</b>      | Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                 |
| <b>b</b>      | Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
|               | (1) Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>1b(1)</b>    |                       |                 |
|               | (2) Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(2)</b>    |                       |                 |
|               | (3) Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(3)</b>    |                       |                 |
| <b>c</b>      | General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
|               | (1) Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(1)</b>    |                       |                 |
|               | (2) U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(2)</b>    |                       |                 |
|               | (3) Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                 |                       |                 |
|               | (A) Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(3)(A)</b> |                       |                 |
|               | (B) All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(3)(B)</b> |                       |                 |
|               | (4) Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                 |                       |                 |
|               | (A) Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(4)(A)</b> |                       |                 |
|               | (B) Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>1c(4)(B)</b> |                       |                 |
|               | (5) Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(5)</b>    |                       |                 |
|               | (6) Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(6)</b>    |                       |                 |
|               | (7) Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1c(7)</b>    |                       |                 |
|               | (8) Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(8)</b>    | 17711                 | 20124           |
|               | (9) Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(9)</b>    | 66918                 | 182057          |
|               | (10) Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(10)</b>   |                       |                 |
|               | (11) Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(11)</b>   |                       |                 |
|               | (12) Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(12)</b>   |                       |                 |
|               | (13) Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(13)</b>   | 432568                | 587952          |
|               | (14) Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(14)</b>   |                       |                 |
|               | (15) Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 517197                | 790133          |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |        |        |
|-----------------------------------------------------------|-----------|--------|--------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 517197 | 790133 |
|-----------------------------------------------------------|-----------|--------|--------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 28362      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 221077     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 79         |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 249518    |

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

|                                                                                                      |                 |     |     |
|------------------------------------------------------------------------------------------------------|-----------------|-----|-----|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |     |     |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |     |     |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |     |     |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |     |     |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 843 |     |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |     |     |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |     | 843 |

|                                                                                           |                 |       |       |
|-------------------------------------------------------------------------------------------|-----------------|-------|-------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |       |       |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |       |       |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 17049 |       |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |       | 17049 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                       |                 |  |   |
|-------------------------------------------------------------------------------------------------------|-----------------|--|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                    | <b>2b(5)(A)</b> |  |   |
| <b>(B)</b> Other .....                                                                                | <b>2b(5)(B)</b> |  |   |
| <b>(C)</b> Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |  | 0 |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | 9900      |
| (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) |            | 55882     |
| c Other income .....                                                                            | 2c     |            | 14        |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 333206    |

**Expenses**

|                                                                                      |       |       |       |
|--------------------------------------------------------------------------------------|-------|-------|-------|
| e Benefit payment and payments to provide benefits:                                  |       |       |       |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 35212 |       |
| (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) |       | 35212 |
| f Corrective distributions (see instructions) .....                                  | 2f    |       | 23489 |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |       | 19    |
| h Interest expense .....                                                             | 2h    |       |       |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) |       |       |
| (2) Contract administrator fees .....                                                | 2i(2) |       |       |
| (3) Investment advisory and management fees .....                                    | 2i(3) |       |       |
| (4) Other .....                                                                      | 2i(4) | 1550  |       |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |       | 1550  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |       | 60270 |

**Net Income and Reconciliation**

|                                                          |       |  |        |
|----------------------------------------------------------|-------|--|--------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 272936 |
| l Transfers of assets:                                   |       |  |        |
| (1) To this plan .....                                   | 2l(1) |  |        |
| (2) From this plan .....                                 | 2l(2) |  |        |

**Part III Accountant's Opinion**

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **PACKER THOMAS**

(2) EIN: **34-1667340**

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

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

**Part IV Compliance Questions**

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

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) .....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) .....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>c</b> 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  |        |
| <b>d</b> 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  |        |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 52000  |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |        |
| <b>g</b> 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  |        |
| <b>h</b> 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  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |        |
| <b>j</b> 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  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |        |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |        |

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

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

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

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

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                         |                                                                    |
|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>QUAKER MFG 401K PLAN</u>                                    | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>QUAKER MFG CORP</u> | <b>D</b> Employer Identification Number (EIN)<br><u>34-0904828</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>57-1198022</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

*Proven*  
**TRUE**

*Since*  
**1923**

**PACKER·THOMAS**

Certified Public Accountants & Business Consultants

# QUAKER MFG 401K PLAN

*AUDIT OF FINANCIAL STATEMENTS*

Years ended December 31, 2013 and 2012

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## REPORT OF INDEPENDENT AUDITORS

TO THE PLAN ADMINISTRATOR OF  
QUAKER MFG 401(K) PLAN  
SALEM, OHIO

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Quaker Mfg 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

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

### Basis for Disclaimer of Opinion

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

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Suite 101  
Canfield, Ohio  
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**Disclaimer of Opinion**

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

**Other Matter**

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

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

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

A handwritten signature in black ink, reading "Rachel Thomas". The signature is written in a cursive, flowing style.

Canfield, Ohio  
September 29, 2014

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

|                                                                                                           | December 31,      |                   |
|-----------------------------------------------------------------------------------------------------------|-------------------|-------------------|
|                                                                                                           | 2013              | 2012              |
| <b>ASSETS</b>                                                                                             |                   |                   |
| Investments, at fair value:                                                                               |                   |                   |
| Mutual funds                                                                                              | \$ 587,952        | \$ 432,568        |
| Common/collective trusts                                                                                  | 182,057           | 68,287            |
| Total investments                                                                                         | <u>770,009</u>    | <u>500,855</u>    |
| Receivables:                                                                                              |                   |                   |
| Employer contributions                                                                                    | 32,107            | 28,362            |
| Participant contributions                                                                                 | -                 | 5,744             |
| Notes receivable from participants                                                                        | 20,124            | 18,230            |
| Total receivables                                                                                         | <u>52,231</u>     | <u>52,336</u>     |
| <b>TOTAL ASSETS</b>                                                                                       | <b>822,240</b>    | <b>553,191</b>    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE</b>                                                   | <b>822,240</b>    | <b>553,191</b>    |
| Adjustment from fair value to contract value relating to<br>fully benefit-responsive investment contracts | (1,333)           | (1,369)           |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                                                                  | <b>\$ 820,907</b> | <b>\$ 551,822</b> |

# STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

|                                                                                         | Years ended<br>December 31, |                   |
|-----------------------------------------------------------------------------------------|-----------------------------|-------------------|
|                                                                                         | 2013                        | 2012              |
| <b>ADDITIONS</b>                                                                        |                             |                   |
| Investment income:                                                                      |                             |                   |
| Net realized and unrealized appreciation (depreciation)<br>in fair value of investments | \$ 63,910                   | \$ 29,425         |
| Interest and dividends                                                                  | 17,588                      | 11,591            |
| Total investment income                                                                 | 81,498                      | 41,016            |
| Interest income on notes receivable from participants                                   | 843                         | 893               |
| Contributions:                                                                          |                             |                   |
| Employer                                                                                | 32,107                      | 28,362            |
| Participant                                                                             | 215,333                     | 182,233           |
| Rollover                                                                                | 79                          | -                 |
| Total contributions                                                                     | 247,519                     | 210,595           |
| <b>TOTAL ADDITIONS</b>                                                                  | <b>329,860</b>              | <b>252,504</b>    |
| <b>DEDUCTIONS</b>                                                                       |                             |                   |
| Benefits paid to participants                                                           | 35,750                      | 36,243            |
| Excess participant contributions refunded                                               | 23,489                      | 4,219             |
| Other                                                                                   | 1,536                       | 1,450             |
| <b>TOTAL DEDUCTIONS</b>                                                                 | <b>60,775</b>               | <b>41,912</b>     |
| <b>NET CHANGE</b>                                                                       | <b>269,085</b>              | <b>210,592</b>    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR</b>                           | <b>551,822</b>              | <b>341,230</b>    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAF</b>                                 | <b>\$ 820,907</b>           | <b>\$ 551,822</b> |

# Quaker Mfg 401(k) Plan

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

---

### NOTE A – DESCRIPTION OF PLAN

The following description of the Quaker Mfg 401(k) Plan (the “Plan”) is provided for general information purposes only. 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 covering substantially all employees of Quaker Mfg Corp (the “Company”) who have attained age 21 and at least two months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

#### Contributions

Participants may elect to contribute, on a salary-deferral basis, amounts ranging from 1% to 90% of their pretax annual compensation but not to exceed certain limitations. Roth elective deferrals, in which current income tax is paid on the deferral contribution, are also permitted. The Company may make a matching contribution, at its sole discretion, to eligible participants.

Effective September 1, 2013, the Plan added an automatic enrollment feature. Newly eligible participants with an entry date first occurring on or after September 1, 2013 will be automatically enrolled in the Plan as a participant. The percentage of compensation that will be deferred as a pre-tax elective deferral on the participant's behalf is 2%.

The Company may decide to make a non-elective contribution to the Plan, although the Company is not required to do so. The non-elective contribution will be allocated to all employees eligible to participate in the Plan. The participant's share of the non-elective contribution is in proportion to his or her eligible earnings compared to the eligible earnings of the other participants who will also share in the contribution. During the years ended December 31, 2013 and 2012, no non-elective contributions were made by the Company.

#### Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contribution, and an allocation of the Company's non-elective contribution and the Plan earnings and losses and administrative expenses. Allocations of the Plan's earnings and losses are based on the proportion that each participant's account bears to the total of all participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

For the years ended December 31, 2013 and 2012, the Company elected to make discretionary matching contributions of 25% of participant elective deferrals up to 4% of compensation, totaling \$32,107 and \$28,362, respectively.

#### Vesting

Participants are immediately fully vested in their voluntary contributions plus actual earnings thereon. A participant becomes vested in employer matching and discretionary contributions as follows:

| Years of Service | Vested Percentage of<br>Employer Contributions |
|------------------|------------------------------------------------|
| Less than 2      | 0%                                             |
| 2                | 20%                                            |
| 3                | 40%                                            |
| 4                | 60%                                            |
| 5                | 80%                                            |
| 6 or more        | 100%                                           |

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

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### NOTE A – DESCRIPTION OF PLAN (continued)

#### Notes Receivable from Participants

Participants may borrow from their account a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of the vested balance of their account. These receivables are secured by the balance in the participant's account and must bear interest at the prime rate plus 2%. During 2013 and 2012, all of the notes had fixed rates of 5.25% for the term of the note. Principal and interest may be paid through payroll deductions or by check.

#### Payment of Benefits

Benefits are payable in an amount equal to the value of the participant's vested interest in his or her account, either in a lump-sum payment, installment payments, or in a direct rollover to an IRA or other employer plan. Any portion of a vested benefit that is attributable to Roth Elective Deferrals or Roth Rollover Contributions may only be rolled over to a Roth IRA or other 401(k) plan or 403(b) plan that provides for Roth contributions.

Employees who terminate and have a vested balance of \$5,000 or less can have their entire vested account balance cashed out of the Plan by the Company in either an IRA rollover or a lump-sum distribution.

#### Forfeitures

If a participant is not vested upon termination, the nonvested portion of their account balance contributed by the employer and the earnings thereon are forfeited. Forfeited amounts are used to reduce Company contributions or to pay administrative expenses of the Plan. Forfeited amounts totaled \$1,447 for 2013. There were no forfeited amounts for 2012.

#### Plan Termination

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

### NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

#### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

#### Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note E for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

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

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

### NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

#### Notes Receivable from Participants

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

Accounting standards require that participant loans be classified as notes receivable from participants in the accompanying financial statements; however, the Department of Labor requires these to be classified as investments on the Form 5500 and on the schedule of assets (held at end of year).

#### Payments of Benefits

Benefits are recorded when paid.

#### Administrative Expenses

Substantially all administrative and recordkeeping fees of the Plan are paid by the Plan Sponsor.

### NOTE C – INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012 and net change in investment income and expenses for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Plan's trustee.

The following presents investments that represent 5 percent or more of the Plan's net assets.

|                                    | December 31, |             |
|------------------------------------|--------------|-------------|
|                                    | 2013         | 2012        |
| American Century One Choice 2020 R | \$ 125,592   | \$ 87,598   |
| American Century One Choice 2030 R | \$ 150,340   | \$ 124,431  |
| American Century One Choice 2040 R | \$ 46,745    | * \$ 21,638 |
| PIMCO Total Return R               | \$ 67,061    | \$ 51,018   |
| Invesco Stable Asset ADP85         | \$ 134,643   | \$ 41,210   |

\* Presented for comparison purposes only

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated by investment type as follows:

|                          | 2013      | 2012      |
|--------------------------|-----------|-----------|
| Mutual funds             | \$ 55,884 | \$ 25,844 |
| Common/collective trusts | 8,026     | 3,581     |
| Total                    | \$ 63,910 | \$ 29,425 |

**NOTES TO FINANCIAL STATEMENTS**

December 31, 2013 and 2012

**NOTE D – INVESTMENT CONTRACTS**

The Plan, through the Invesco Stable Asset ADP 85 collective trust investment (the “Fund”), holds investments in common/collective trust funds (the “Trust Funds”). Investments in the Fund were originated with the purchase of individual units; with each individual unit having a net asset value of USD \$1. To mitigate the risk of market losses on the unit investments, the Trust Fund entered into synthetic guaranteed investment contracts (“Synthetic GIC’s”). Synthetic GIC’s are portfolios of securities (debt securities and units of collective trusts) owned by the Trust Fund and associates. The Synthetic GIC’s and associated derivative instruments (“Wrapper Contracts”) are designed to minimize the risk of investment losses on a portfolio of securities. Synthetic GIC’s enable Participants, such as the Plan, to transact at an investments’ contract value by protecting the principal amount invested over a specified period of time by utilizing a Wrapper Contract designed to minimize the risk of investment loss and maintain a constant net asset value per share or unit. The assets underlying the investment contracts are owned by the Trust Fund with the Plan owning units of the Trust Fund. These investment contracts are fully benefit-responsive and any adjustment of these investments’ contract value is captured in the Statements of Net Assets Available for Benefits. Contract value represents the original cost of the contract, plus interest (based upon the underlying contract crediting rates of the underlying contracts) and deposits, reduced by administrative fees, transfers out, and withdrawals.

The Plan’s investments covered by Synthetic GIC’s earn interest at interest crediting rates that typically reset on a monthly or quarterly basis in accordance with the terms of each contract. These interest crediting rates are based on the characteristics of the underlying fixed income portfolio. The minimum interest crediting rate for an investment contract is zero percent. Factors that influence the future average crediting rates include (i) the level of market interest rates; (ii) the amount and timing of Participant contributions, transfers and withdrawals into or out of the investment (Wrapper Contract); (iii) the investment return generated by the fixed income investments that underlie the investment (Wrapper Contracts); and (iv) the duration of the underlying fixed income investments backing the investment (Wrapper Contracts).

The crediting rate formula, in effect, amortizes the market value inclusive of realized and unrealized gains and losses on the underlying investments over the duration of the underlying investments through adjustments to the future contract interest crediting rate (the rate earned by Participants or the Plan on the underlying investments). The resulting gains and losses in the fair value of the underlying investments relative to the contract value are captured in the Statements of Net Assets Available for Benefits as an adjustment from fair value to contract value for fully benefit responsive investment contracts. If the adjustment from fair value to contract value is positive, this indicates that the investment (Wrapper Contract) value is greater than the market value of the underlying investments. The embedded market value losses are amortized into the value of the underlying investment in future periods through a lower interest crediting rate. If the adjustment from fair value to contract value is negative, this indicates that the Wrapper Contract value is less than the market value of the underlying investments. The amortization of the embedded market value gains are amortized into the value of the underlying investment in future periods through an increase in the interest crediting rate.

Plan investments covered by Synthetic GIC’s average yield earned by the Plan and the average yield earned by the Plan adjusted for actual interest credited to Participants at December 31, 2013 and 2012 as follows:

| Average yields:                                 | 2013  | 2012  |
|-------------------------------------------------|-------|-------|
| Based on actual earnings                        | 1.22% | 0.91% |
| Based on interest rate credited to participants | 1.30% | 1.62% |

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

---

### NOTE D – INVESTMENT CONTRACTS (continued)

Under certain circumstances, amounts withdrawn from investments (Wrapper Contracts) could be payable at fair value rather than contract value. These events include (i) termination of the Trust Fund, (ii) a material adverse change to the provisions of the Trust Fund, (iii) if the investment participants elect to withdraw from an investment contract in order to switch to a different provider, or (iv) if terms of a successor Trust Fund do not meet the contract issuer's criteria for the issuance of a similar contract. In some cases, an investment (Wrapper Contract) issuer may terminate a contract with the Trust Fund and settle at an amount different than the contract value.

While it is possible other parties contracting with the Trust Fund could cause or suffer events that would trigger fair value payouts under the Trust Fund's investment (Wrapper Contracts), based on prior experience, the Trust Fund's management believe it is not probable that such events would be of sufficient magnitude to limit the ability of the Trust Fund to transact at contract value with all remaining Participants in the Trust Fund. Given such events are beyond the control of the Trust Fund and Plan management, there can be no guarantee that this will be the case.

Additionally, certain circumstances or events would permit an investment (Wrapper Contract) issuer to terminate an investment (Wrapper Contract) upon short notice to include (i) the Trust Fund's loss of its qualified status, (ii) material breaches by the Trust Fund of its responsibilities that are not cured, or (iii) material and adverse changes to the provisions of the Trust Fund. If one of these events were to occur, the investment (Wrapper Contract) issuer could terminate the wrapper contract at the market value of the underlying investments (or in the case of a traditional Synthetic GIC, at the hypothetical market value based upon a contractual formula).

### NOTE E – FAIR VALUE MEASUREMENTS

Financial accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 fair values are based on inputs other than quoted prices within Level 1 that are observable for the asset, either directly or indirectly.

Level 3 fair values are based on at least one significant unobservable input for the asset.

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

*Mutual funds:* Valued at quoted market prices which represent the net asset value (NAV) of shares held by the Plan at year end.

*Common/collective trusts:* Units held in collective investment trusts are valued using the NAV of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The NAV of a collective investment fund is calculated based on a compilation of primarily observable market information. The number of units of the fund that are outstanding on the calculation date is derived from observable purchase and redemption activity in the fund. Accordingly, the unit value for a collective investment fund is classified within level 2 of the valuation hierarchy.

**NOTES TO FINANCIAL STATEMENTS**

December 31, 2013 and 2012

**NOTE E – FAIR VALUE MEASUREMENTS (continued)**

The estimated fair value of the collective trust fund is net asset value. The use of net asset value as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

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

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

| <b>Assets Measured at Fair Value at December 31, 2013 on a Recurring Basis</b> |            |            |         |
|--------------------------------------------------------------------------------|------------|------------|---------|
| Description                                                                    | Level 1    | Level 2    | Level 3 |
| Mutual funds:                                                                  |            |            |         |
| Foreign large growth                                                           | \$ 31,633  | \$ -       | \$ -    |
| Foreign large value                                                            | 4,174      | -          | -       |
| High yield bond                                                                | 173        | -          | -       |
| Intermediate-term bond                                                         | 67,061     | -          | -       |
| Large blend                                                                    | 2,313      | -          | -       |
| Large growth                                                                   | 26,916     | -          | -       |
| Large value                                                                    | 9,612      | -          | -       |
| Mid-cap growth                                                                 | 21,704     | -          | -       |
| Mid-cap value                                                                  | 19,816     | -          | -       |
| Natural resources                                                              | 813        | -          | -       |
| Risk based                                                                     | 179        | -          | -       |
| Small growth                                                                   | 7,983      | -          | -       |
| Small value                                                                    | 29,508     | -          | -       |
| Target date                                                                    | 366,067    | -          | -       |
| Total mutual funds                                                             | 587,952    | -          | -       |
| Common/collective trusts:                                                      |            |            |         |
| Foreign large blend                                                            | -          | 19,480     | -       |
| Large blend                                                                    | -          | 3,332      | -       |
| Mid-cap blend                                                                  | -          | 18,576     | -       |
| Real estate                                                                    | -          | 2,810      | -       |
| Small blend                                                                    | -          | 1,882      | -       |
| Stable value                                                                   | -          | 135,977    | -       |
| Total Common/collective funds                                                  | -          | 182,057    | -       |
|                                                                                | \$ 587,952 | \$ 182,057 | \$ -    |

**NOTES TO FINANCIAL STATEMENTS**

December 31, 2013 and 2012

**NOTE E – FAIR VALUE MEASUREMENTS (continued)**

| <b>Assets Measured at Fair Value at December 31, 2012 on a Recurring Basis</b> |            |           |         |
|--------------------------------------------------------------------------------|------------|-----------|---------|
| Description                                                                    | Level 1    | Level 2   | Level 3 |
| Mutual funds:                                                                  |            |           |         |
| Foreign large growth                                                           | \$ 20,100  | \$ -      | \$ -    |
| Foreign large value                                                            | 3,017      | -         | -       |
| Intermediate-term bond                                                         | 51,018     | -         | -       |
| Large blend                                                                    | 2,702      | -         | -       |
| Large growth                                                                   | 15,104     | -         | -       |
| Large value                                                                    | 5,532      | -         | -       |
| Mid-cap growth                                                                 | 14,784     | -         | -       |
| Mid-cap value                                                                  | 12,552     | -         | -       |
| Small growth                                                                   | 4,235      | -         | -       |
| Small value                                                                    | 19,746     | -         | -       |
| Target date                                                                    | 283,778    | -         | -       |
| Total mutual funds                                                             | 432,568    | -         | -       |
| Common/collective trusts:                                                      |            |           |         |
| Foreign large blend                                                            | -          | 11,745    | -       |
| Large blend                                                                    | -          | 1,007     | -       |
| Mid-cap blend                                                                  | -          | 9,982     | -       |
| Real estate                                                                    | -          | 2,046     | -       |
| Small blend                                                                    | -          | 928       | -       |
| Stable value                                                                   | -          | 42,579    | -       |
| Total Common/collective funds                                                  | -          | 68,287    | -       |
|                                                                                | \$ 432,568 | \$ 68,287 | \$ -    |

**NOTE F – TAX STATUS**

The Internal Revenue Service issued an opinion letter dated March 31, 2008 indicating that the prototype adopted by the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

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

# NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

## NOTE G – PARTY-IN-INTEREST

The Plan allows participants to borrow funds against their account balances. These transactions qualify as party-in-interest transactions.

The Plan invests in shares of common/collective trusts managed by an affiliate of State Street Bank and Trust Company, who acts as trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions.

## NOTE H – RISKS AND UNCERTAINTIES

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

## NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

|                                                                                                                                 | <b>2013</b>       | 2012       |
|---------------------------------------------------------------------------------------------------------------------------------|-------------------|------------|
| Net assets available for benefits per financial statements                                                                      | <b>\$ 820,907</b> | \$ 551,822 |
| Deemed distributions for participant loans                                                                                      | -                 | (519)      |
| Adjustment for contributions receivable                                                                                         | <b>(32,107)</b>   | (34,106)   |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts held in common/collective trusts | <b>1,333</b>      | -          |
| Net assets per Form 5500                                                                                                        | <b>\$ 790,133</b> | \$ 517,197 |

The following is a reconciliation of the net change in assets available for benefits between the financial statements and the Form 5500 as of December 31, 2013 and 2012:

|                                                                                                                  | <b>2013</b>       | 2012       |
|------------------------------------------------------------------------------------------------------------------|-------------------|------------|
| Net change in net assets available for benefits per financial statements                                         | <b>\$ 269,085</b> | \$ 210,592 |
| Adjustment for contributions receivable                                                                          | <b>1,999</b>      | (28,893)   |
| Deemed distributions of participant loans                                                                        | <b>519</b>        | 614        |
| Net appreciation in fair value of fully benefit-responsive investment contracts held in common/collective trusts | <b>1,333</b>      | -          |
| Net income per Form 5500                                                                                         | <b>\$ 272,936</b> | \$ 182,313 |

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

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### NOTE J – SUBSEQUENT EVENTS

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through September 29, 2014, which is the date the financial statements were available to be issued.

Quaker Mfg 401k Plan

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

EIN: 34-0904828

Plan Number: 001

December 31, 2013

| (a)                                   | (b)<br>Identity of issue,<br>borrower, lessor,<br>or similar party | (c)<br>Description of investment including<br>maturity date, rate of interest,<br>collateral, par, or maturity value | (e)<br>Current<br>value |
|---------------------------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------|
|                                       | American Century                                                   | One Choice 2015 R                                                                                                    | \$ 1,481                |
|                                       | American Century                                                   | One Choice 2020 R                                                                                                    | 125,592                 |
|                                       | American Century                                                   | One Choice 2025 R                                                                                                    | 11,857                  |
|                                       | American Century                                                   | One Choice 2030 R                                                                                                    | 150,340                 |
|                                       | American Century                                                   | One Choice 2035 R                                                                                                    | 5,408                   |
|                                       | American Century                                                   | One Choice 2040 R                                                                                                    | 46,745                  |
|                                       | American Century                                                   | One Choice 2045 R                                                                                                    | 5,750                   |
|                                       | American Century                                                   | One Choice 2050 R                                                                                                    | 1,931                   |
|                                       | American Century                                                   | One Choice 2055 R                                                                                                    | 771                     |
|                                       | American Century                                                   | One Choice In Retirement R                                                                                           | 16,192                  |
|                                       | American Century                                                   | Strategic Allocation Aggressive R                                                                                    | 179                     |
|                                       | BlackRock                                                          | Equity Dividend R                                                                                                    | 9,612                   |
|                                       | Franklin                                                           | Growth R                                                                                                             | 26,916                  |
|                                       | Franklin                                                           | High Income R                                                                                                        | 173                     |
|                                       | Templeton                                                          | Foreign R                                                                                                            | 4,174                   |
|                                       | Goldman Sachs                                                      | Growth Opportunities R                                                                                               | 21,704                  |
|                                       | Lord Abbett                                                        | Developing Growth R3                                                                                                 | 7,983                   |
|                                       | Lord Abbett                                                        | Fundamental Equity R3                                                                                                | 2,313                   |
|                                       | PIMCO                                                              | Total Return R                                                                                                       | 67,061                  |
|                                       | Prudential                                                         | Jennison Natural Resources R                                                                                         | 813                     |
|                                       | Thornburg                                                          | International Value R3                                                                                               | 31,633                  |
|                                       | Victory                                                            | Established Value R                                                                                                  | 19,816                  |
|                                       | Victory                                                            | Small Company Opportunity R                                                                                          | 29,508                  |
| <b>TOTAL MUTUAL FUNDS</b>             |                                                                    |                                                                                                                      | <b>587,952</b>          |
|                                       | Invesco                                                            | Stable Asset ADP85                                                                                                   | 135,977                 |
| *                                     | SSgA                                                               | S&P 500 Index Securities Lending Series IX                                                                           | 3,332                   |
| *                                     | SSgA                                                               | S&P Mid Cap Index Non-Lending Series J                                                                               | 18,576                  |
| *                                     | SSgA                                                               | Russell Small Cap Index Securities Lending Series VIII                                                               | 1,882                   |
| *                                     | SSgA                                                               | International Index Securities Lending Series VIII                                                                   | 19,480                  |
| *                                     | SSgA                                                               | REIT Index Non-Lending Series G                                                                                      | 2,810                   |
| <b>TOTAL COMMON/COLLECTIVE TRUSTS</b> |                                                                    |                                                                                                                      | <b>182,057</b>          |
| *                                     | Participant loans                                                  | 0-5 years maturity with interest rates<br>of 5.25%                                                                   | 20,124                  |
| <b>TOTAL INVESTMENTS</b>              |                                                                    |                                                                                                                      | <b>\$ 790,133</b>       |

\* Party-in-interest



**PACKER THOMAS**

Certified Public Accountants & Business Consultants

**PROVEN TRUE.**

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### Schedule C, Line 2(h) Formula Description

*For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:*

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

**Attachment to 2013 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** QUAKER MFG 401K PLAN

**EIN:** 34-0904828

**Plan Sponsor's Name** QUAKER MFG CORP

**PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | AMERCENT ONE CHOICE 2040 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 46,745            |
|     | TEMPLETON FOREIGN FUND - R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 4,174             |
|     | AMERCENT ONE CHOICE 2050 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 1,931             |
|     | AMERCENT ONE CHOICE 2045 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 5,750             |
|     | AMERCENT STRAT ALLO AGG - R                               | REGISTERED INVESTMENT COMPANY                                                                                |          | 179               |
|     | FRANKLIN GROWTH FUND - R                                  | REGISTERED INVESTMENT COMPANY                                                                                |          | 26,916            |
|     | LORD ABBETT FUN EQUITY FND -R3                            | REGISTERED INVESTMENT COMPANY                                                                                |          | 2,313             |

**Attachment to 2013 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** QUAKER MFG 401K PLAN

**EIN:** 34-0904828

**Plan Sponsor's Name** QUAKER MFG CORP

**PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | AMERCENT ONE CHOICE 2015 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 1,481             |
|     | BLACKROCK EQUITY DIVIDEND - R                             | REGISTERED INVESTMENT COMPANY                                                                                |          | 9,612             |
|     | JENNISON NATURAL RESOURCES - R                            | REGISTERED INVESTMENT COMPANY                                                                                |          | 813               |
|     | GOLDMAN SACHS GR OPP R                                    | REGISTERED INVESTMENT COMPANY                                                                                |          | 21,704            |
|     | AMERCENT ONE CHOICE 2030 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 150,340           |
|     | AMERCENT ONE CHOICE RETIRE R                              | REGISTERED INVESTMENT COMPANY                                                                                |          | 16,192            |
|     | THORNBURG INTERN VALUE FD - R3                            | REGISTERED INVESTMENT COMPANY                                                                                |          | 31,633            |

**Attachment to 2013 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** QUAKER MFG 401K PLAN

**EIN:** 34-0904828

**Plan Sponsor's Name** QUAKER MFG CORP

**PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | VICTORY SMALL COMP OPPORT FD-R                            | REGISTERED INVESTMENT COMPANY                                                                                |          | 29,508            |
|     | AMERCENT ONE CHOICE 2020 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 125,592           |
|     | AMERCENT ONE CHOICE 2055 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 771               |
|     | FRANKLIN HIGH INCOME - R                                  | REGISTERED INVESTMENT COMPANY                                                                                |          | 173               |
|     | AMERCENT ONE CHOICE 2025 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 11,857            |
|     | LORD ABBETT DEV GRTH FD -R3                               | REGISTERED INVESTMENT COMPANY                                                                                |          | 7,983             |
|     | PIMCO TOTAL RETURN FUND - R                               | REGISTERED INVESTMENT COMPANY                                                                                |          | 67,061            |

**Attachment to 2013 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** QUAKER MFG 401K PLAN

**EIN:** 34-0904828

**Plan Sponsor's Name** QUAKER MFG CORP

**PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | VICTORY ESTABLISHED VALUE - R                             | REGISTERED INVESTMENT COMPANY                                                                                |          | 19,816            |
|     | AMERCENT ONE CHOICE 2035 R                                | REGISTERED INVESTMENT COMPANY                                                                                |          | 5,408             |
|     | PARTICIPANT LOANS                                         | INTEREST RATES ( 5.25% TO 5.25%)                                                                             |          | 20,124            |
|     | INVESCO STABLE ASSET                                      | COMMON/COLLECTIVE TRUST                                                                                      |          | 135,976           |
|     | SSGA INTL IDX SECLEND SER VIII                            | COMMON/COLLECTIVE TRUST                                                                                      |          | 19,480            |
|     | SSGA RUSS SC IDX VIII                                     | COMMON/COLLECTIVE TRUST                                                                                      |          | 1,882             |
|     | SSGA S&P 500 IDX IX                                       | COMMON/COLLECTIVE TRUST                                                                                      |          | 3,332             |

|                            |                      |             |            |
|----------------------------|----------------------|-------------|------------|
| <b>Plan Name</b>           | QUAKER MFG 401K PLAN | <b>EIN:</b> | 34-0904828 |
| <b>Plan Sponsor's Name</b> | QUAKER MFG CORP      | <b>PN:</b>  | 001        |

[illegible]