

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

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>BELDEN BRICK CO. RETIREMENT PLAN FOR HOURLY EES.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1966</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>20-3803246</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>330-456-0031</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>327100</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1966</u>		2b Employer Identification Number (EIN) <u>20-3803246</u>		2c Sponsor's telephone number <u>330-456-0031</u>		2d Business code (see instructions) <u>327100</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>										
1c Effective date of plan <u>01/01/1966</u>											
2b Employer Identification Number (EIN) <u>20-3803246</u>											
2c Sponsor's telephone number <u>330-456-0031</u>											
2d Business code (see instructions) <u>327100</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE BELDEN BRICK COMPANY, LLC</u> <u>700 W. TUSCARAWAS STREET</u> <u>CANTON, OH 44702</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	JAMES M. LEAHY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	JAMES M. LEAHY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	873
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	333
b Retired or separated participants receiving benefits		6b	120
c Other retired or separated participants entitled to future benefits		6c	370
d Subtotal. Add lines 6a , 6b , and 6c		6d	823
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	54
f Total. Add lines 6d and 6e		6f	877
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

<div><div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div></div><div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
<div>A Name of plan</div> <div>BELDEN BRICK CO. RETIREMENT PLAN FOR HOURLY EES.</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>003</div>	
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>THE BELDEN BRICK COMPANY, LLC</div>	<div>D Employer Identification Number (EIN)</div> <div>20-3803246</div>	

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

(a) Name of insurance carrier
GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	454027-D1	877	01/01/2013	12/31/2013

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 5204556**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT****b** Balance at the end of the previous year **7b** 5377433**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 112924(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 3226▶ **TRANSFER OF METLIFE COMMON STOCK DI**(6) Total additions **7c(6)** 116150**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 5493583**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 270112(2) Administration charge made by carrier **7e(2)** 18915(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 289027**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 5204556

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BELDEN BRICK CO. RETIREMENT PLAN FOR HOURLY EES.</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE BELDEN BRICK COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>20-3803246</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>10408509</u>
b Actuarial value	2b <u>10408509</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>165</u> <u>2187349</u>
b For terminated vested participants.....	3b <u>344</u> <u>2235861</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>25605</u>
(2) Vested benefits	3c(2) <u>4681968</u>
(3) Total active.....	3c(3) <u>364</u> <u>4707573</u>
d Total.....	3d <u>873</u> <u>9130783</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.46 %</u>
6 Target normal cost	6 <u>280382</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>07/25/2014</u>
Signature of actuary		Date
<u>GUY L. EHLBECK</u>		<u>14-03059</u>
Type or print name of actuary		Most recent enrollment number
<u>GREAT-WEST RETIREMENT SERVICES</u>		<u>330-603-0015</u>
Firm name		Telephone number (including area code)
<u>31 ST. JAMES AVENUE - SUITE 810</u> <u>BOSTON, MA 02116-1405</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	3458021	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	251662	
9	Amount remaining (line 7 minus line 8)	3206359	
10	Interest on line 9 using prior year's actual return of <u>6.97</u> %	223483	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of <u>7.17</u> % except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3429842	

Part III Funding Percentages			
14	Funding target attainment percentage	14	76.43 %
15	Adjusted funding target attainment percentage	15	113.99 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	129.13 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/15/2014	250000				
			Totals ►	18(b)	250000 18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 227106
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	280382
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....			
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	280382
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	280382		280382
36 Additional cash requirement (line 34 minus line 35).....		36	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	227106
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	227106
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	227106
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan BELDEN BRICK CO. RETIREMENT PLAN FOR HOURLY EES.	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 THE BELDEN BRICK COMPANY, LLC	D Employer Identification Number (EIN) 20-3803246

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

(b) Enter name and EIN or address of person who provided you disclosure 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)

GREAT-WEST LIFE & ANNUITY INS CO

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	ADMINISTRATOR	18915	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>BELDEN BRICK CO. RETIREMENT PLAN FOR HOURLY EES.</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BELDEN BRICK COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>20-3803246</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		250000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		4497
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	321989	527068
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4709087	5533051
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5377433	5204556
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10408509	11519172

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10408509	11519172
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	250000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		250000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	112924	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		112924

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	9873	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9873

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	205080	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		205080

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		839925
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1417802

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	270112	
(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)		270112
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18000	
(2) Contract administrator fees	2i(2)	19027	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		37027
j Total expenses. Add all expense amounts in column (b) and enter total	2j		307139

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1110663
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: HALL, KISTLER & CO. LLP

(2) EIN: 34-0715770

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>BELDEN BRICK CO. RETIREMENT PLAN FOR HOURLY EES.</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE BELDEN BRICK COMPANY, LLC</u>	D Employer Identification Number (EIN) <u>20-3803246</u>

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



sound ideas. solid answers.

HALL, KISTLER & COMPANY LLP
CONSULTANTS AND CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

Belden Brick Company Pension Plan
for Salaried Employees
Canton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Belden Brick Company Pension Plan for Salaried Employees, which comprise the statements of net assets available for benefits and of accumulated plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 U.S. 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 I, which was certified by the insurance carrier, Great-West Life & Annuity Insurance Company (operating as Great-West Retirement Services), recordkeeper of the Plan, except for comparing the information with

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the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the insurance carrier holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the recordkeeper as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the recordkeeper is complete and accurate.

Disclaimer of Opinion

Because 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets Held for Investment Purposes and Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules 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 schedules, 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.



Certified Public Accountants

Canton, Ohio
October 10, 2014

EIN: 20-3803246 PN: 005

Form 5500 (2013) Schedule SB line 26 - Schedule of Active Participant Data

Attained Age	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.	No.	Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 to 29	0		0		3		1		0		0		0		0		0		0	
30 to 34	0		0		1		3		0		0		0		0		0		0	
35 to 39	0		0		2		2		1		0		0		0		0		0	
40 to 44	0		0		0		2		3		3		1		0		0		0	
45 to 49	0		1		1		3		2		5		3		1		0		0	
50 to 54	0		0		1		0		2		0		3		4		4		0	
55 to 59	0		0		1		0		2		0		3		4		7		1	
60 to 64	0		0		2		2		0		1		1		0		2		1	
65 to 69	0		0		1		2		0		0		1		1		1		2	
70 & up	0		0		0		0		0		1		1		0		0		1	

Actuarial Cost Method

An Actuarial Cost Method is an allocation of the expected cost of a pension plan on a year-by-year basis. The primary objective of an Actuarial Cost Method is to accumulate enough assets prior to each participant's retirement to provide the promised pension benefits. The amount of assets that must be accumulated is the same under all Actuarial Cost Methods. It is the rate at which the assets are accumulated that distinguishes one Actuarial Cost Method from another.

Under all Actuarial Cost methods, the Actuarial Present Value of future contributions equals the Actuarial Present Value of future benefits and expenses minus the Actuarial Value of the Assets. The Actuarial Cost Method may divide the Actuarial Present Value of future contributions into two amounts:

1. The Actuarial Present Value of Future Normal Costs, to be funded by Normal Cost payments
2. The Unfunded Actuarial Accrued Liability, to be funded by amortization payments

In some cases Ancillary Benefits are funded through One-Year Term Costs. These One-Year Term Costs are included in the Normal Cost.

Each Actuarial Cost Method involves a way to reflect differences between the plan's expected past experience (based on the Actuarial Assumptions used) and the plan's actual experience as measured in the valuation process. This difference is the plan's Experience Gain or Loss. Some Actuarial Cost Methods fund the Experience Gain or Loss through amortization payments, and others include the Experience Gains or Losses in the Actuarial Present Value of Future Normal Costs, funding the Experience Gains or Losses through the Normal Cost.

The Plan Sponsor or Plan Administrator is responsible for the selection of the Actuarial Cost Method, which must meet the requirements of the IRS regulations concerning Reasonable Funding Methods. Once established, the Actuarial Cost Method cannot be changed without the approval of the IRS.

The Unit Credit Actuarial Cost Method

The Actuarial Cost Method used in completing this Actuarial Valuation is known as the *Unit Credit Actuarial Cost Method*. Under this method, the accrued benefit is determined as the benefit earned up to the beginning of the current plan year. The Funding Target is equal to the Actuarial Present Value of all accrued benefits (measured as of the Valuation Date). The Target Normal Cost is the Actuarial Present Value, as of the Valuation Date, of the expected increase in accrued benefits attributable to service expected to be completed during the Plan Year and/or changes in average compensation between the beginning of the plan year and the end of the plan year.

Belden Brick Company Pension Plan for Salaried Employees
EIN: 20-3803246 PN: 005
Form 5500 (2013) Schedule SB Part V – Statement of Actuarial Assumptions/Methods

Actuarial Assumptions

Central to the valuation of a pension plan is a determination of the Actuarial Present Value of the accrued or projected benefits under the plan. In order to make this determination, it is necessary to make assumptions concerning the incidence and magnitude of various future events can have an impact on the actual cost of the pension plan.

Summary of Actuarial Assumptions for 2013 Plan Year

Mandated Discount Rates:

0-5 years:	4.94% per year, compounded annually
5-20 years:	6.15% per year, compounded annually
20+ years:	6.76% per year, compounded annually

Effective Rate of Interest: 6.28% per year, compounded annually

Assumed Retirement Date: Age 65 or Valuation Date if later

Participant Mortality and Terminations:

- a. **Mandated Mortality:** In accordance with sex-distinct optional combined pre-retirement and post-retirement mortality rates for males and females as promulgated by the Internal Revenue Service for purposes of determining the Funding Target during the 2012 plan year.
- b. **Terminations:** Sarason T-1 (with ages set back 5 years for females) until age as set back of 54, with explicit recognition of anticipated vested benefits
- c. **Illustrative Values:**

Pre-retirement Deaths/Terminations Per 1000 Participants at Given Age

<u>Age</u>	<u>Deaths</u>		<u>Terminations</u>	
	<u>Male</u>	<u>Female</u>	<u>Male</u>	<u>Female</u>
25	0.28	0.14	48.9	54.4
40	0.86	0.46	11.3	22.5
55	2.24	2.21	0.0	0.0

Expenses: Target Normal Cost is increased by expected expenses (assumed to be equal to actual expenses paid by plan during the prior plan year)

Pre-retirement Death Benefit: 80% assumed married, with 3 year age difference

Disability Benefit: One year Term Costs using 50% of the rates of disablement from the 1952 T.S.A. Study (Period 2, Benefit 5), approximated by 3% of Target Normal Cost

Asset Valuation Method: General Investment Account Assets – Contract Value
Assets Not Held Under Group Annuity Policy – Market Value

Schedule SB Line 25-Change in Method

**Belden Brick Company Pension Plan for Salaried Employees
EIN: 20-3803246 PN: 005**

There was a Change in Method due to changes in the Valuation Software. The Change in Method met the requirements for automatic approval under Internal Revenue Announcement 2010-3.

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

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

Sponsor's Name: The Belden Brick Company, LLC
 EIN: 20-3803246
 Name of Plan: Belden Brick Company Pension Plan for Salaried Employees
 Plan Number: 005

(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
*	New England Life Group Annuity Policy (assumed by Great-West Life & Annuity Insurance Company)	Funds maintained in the General Investment Account – average annual effective yield for 2013 is 2.15%	\$3,265,922	\$ 3,519,033
*	MetLife, Inc.	22,153 shares of common stock	-	1,194,490
	American Funds Europacific Growth	Pooled separate account	162,203	200,063
	Ariel Appreciation	Pooled separate account	165,451	226,088
	Blackrock Inflation Protected Bond SVC	Pooled separate account	159,556	148,244
	Davis NY Venture A	Pooled separate account	190,885	229,792
	Dodge & Cox Stock	Pooled separate account	92,173	143,406
	Federated Kaufmann A	Pooled separate account	109,508	131,684
	Fidelity Advisor Floating Rate	Pooled separate account	163,754	168,110
	Fidelity Advisor Infl-Prot Bond I	Pooled separate account	87,438	81,347
	Fidelity Advisor New Insights I	Pooled separate account	179,559	232,526
	Fidelity Advisor Small Cap Growth	Pooled separate account	117,302	136,909
	Fidelity Advisor Utilities I	Pooled separate account	162,604	213,098
	Invesco Midcap Core Equity Y	Pooled separate account	192,964	214,911
	Invesco Van Kampen Comstock Fund	Pooled separate account	158,016	247,297
	JP Morgan Core Bond	Pooled separate account	89,514	86,719
	Lord Abbett Midcap Value Fund	Pooled separate account	85,758	127,163
	Oppenheimer Global	Pooled separate account	72,379	98,247
	Pimco Real Return Fund	Pooled separate account	163,688	148,901
	Pimco Short-Term Bond	Pooled separate account	85,520	85,301
	Pimco Total Return	Pooled separate account	165,021	158,522

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

Sponsor's Name: The Belden Brick Company, LLC
 EIN: 20-3803246
 Name of Plan: Belden Brick Company Pension Plan for Salaried Employees
 Plan Number: 005

(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
	T. Rowe Price New Era	Pooled separate account	176,501	171,878
	Templeton China World	Pooled separate account	170,506	157,870
	Templeton Foreign Adv	Pooled separate account	175,987	208,936
	Templeton Global Bond Adv	Pooled separate account	171,938	165,221
	Vanguard Total Intl Stock Index Signal	Pooled separate account	164,004	188,801
	Total assets (held at end of year)		\$ 6,728,151	\$ 8,684,557

* Represents a party-in-interest to the Plan

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

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

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

BELDEN BRICK CO. PENSION PLAN FOR SALARIED EES.

**B Three-digit
plan number (PN)**

005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

THE BELDEN BRICK COMPANY, LLC

D Employer identification number (EIN)

20-3803246

E Type of plan:☒ Single☐ Multiple-A☐ Multiple-B**F Prior year plan size:**☐ 100 or fewer☐ 101-500☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 01 Day 01 Year 2013**2 Assets:**

	2a	
a Market value		7861270
b Actuarial value	2b	7861270

3 Funding target/participant count breakdown:

	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 66	2562498
b For terminated vested participants.....	3b 55	577776
c For active participants:		
(1) Non-vested benefits	3c(1)	69026
(2) Vested benefits	3c(2)	3386097
(3) Total active.....	3c(3) 90	3455123
d Total.....	3d 211	6595397

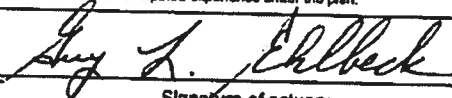
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		

5 Effective interest rate	5	6.28%
6 Target normal cost	6	166323

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

GUY L. EHLBECK

Type or print name of actuary

GREAT-WEST FINANCIAL

Firm name

31 ST. JAMES AVENUE - SUITE 710

BOSTON MA 02116-4105

Address of the firm

May 22, 2014

Date

1403059

Most recent enrollment number

617-603-0015

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013

Part II	Beginning of Year Carryover Prefunding Balances
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	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1874903	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	144993	
9 Amount remaining (line 7 minus line 8)	1729910	0
10 Interest on line 9 using prior year's actual return of <u>7.59%</u>	131300	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.97%</u> except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1861210	0

Part III Funding Percentages

14	Funding target attainment percentage.....	14	90.97%
15	Adjusted funding target attainment percentage	15	119.19%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	127.70%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls
----------------	---

18 Contributions made to the plan for the plan year by employer(s) and employees:

[illegible]

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

C If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
4.94%2nd segment:
6.15%3rd segment:
6.76%☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

0

22 Weighted average retirement age**22**

65

23 Mortality table(s) (see instructions)☒ Prescribed - combined☐ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.☐ Yes☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.☒ Yes☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.☒ Yes☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

166323

b Excess assets, if applicable, but not greater than line 31a**31b**

0

32 Amortization installments:**a** Net shortfall amortization installment.....

Outstanding Balance

Installment

0

0

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..**34**

166323

35 Balances elected for use to offset funding requirement.....

Carryover balance

Prefunding balance

Total balance

166323

0

166323

36 Additional cash requirement (line 34 minus line 35).....**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

0

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐ 2 plus 7 years☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

Summary of Plan Provisions

Effective Date

January 1, 1967

Plan Year

Each calendar year

Plan Sponsor

The Belden Brick Company

Covered Employee

Any person employed by the Plan Sponsor who is compensated on a salaried basis, excluding any person compensated on an hourly basis.

Entry Date

The first day of the Plan Year

Years of Service

The period of the participant's service, measured as 1/12 of a year for each month that the participant is a salaried employee, excluding periods of service for which the employee failed to make the required contributions.

Years of Vesting Service

The number of Plan Years in which the participant completes 1,000 Hours of Service (including Hours of Service as other than a Covered Employee), with partial credit (proportional to 1 Year of Service for 1,000 Hours of Service) granted for the first or last Plan Year of employment if fewer than 1,000 Hours of Service are completed in such Plan Year, excluding periods of service for which the employee failed to make the required contributions.

Eligibility Requirements

Each Covered Employee shall be eligible to become a participant on the Entry Date following the attainment of age 20 1/2 and the completion of 6 months of employment.

Annual Earnings

The participant's rate of basic compensation as of the first day of a Plan Year, prior to any reduction or deductions, excluding overtime pay, bonuses, and all other forms of additional compensation.

Average Annual Earnings

The average of the participant's Annual Earnings during the period of 10 consecutive Years of Vesting Service in which his total Annual Earnings was greater than his total Annual Earnings during any other such period. If the participant has not completed a period of 10 consecutive Years of Vesting Service as of the date of determination, Average Annual Earnings shall be determined as the average of the participant's Annual Earnings during the participant's Years of Vesting Service.

Summary of Plan Provisions
(Continued)

Normal Retirement Provision

Normal Retirement Date: The later of the participant's 65th birthday or the 5th anniversary of Plan entry

Normal Annuity Form: A monthly life annuity with the first payment due on the participant's retirement date, with a death benefit equal to the excess of the Participant's employee contributions, if any, with interest as of the date of retirement over the sum of monthly payments received prior to death.

Optional Payment Forms: Life Annuity, Contingent Annuitant (with 50%, 75% or 100% continuance), or 10 Year Certain and Life

Optional Payment Forms are all determined to be the actuarial equivalent of the amount payable under the Normal Annuity Form.

Normal Retirement Benefit: A monthly benefit, payable commencing on Normal Retirement Date on the Normal Annuity Form, equal to the greater of 1) or 2).

- 1) An amount equal to 1/12th of the sum of (a) and (b), multiplied by (c):
 - (a) 1/2% of his Average Annual Earnings up to his Covered Compensation, plus
 - (b) 1% of that portion, if any, of his Average Annual Earnings in excess of his Covered Compensation, multiplied by
 - (c) The participant's Years of Service not in excess of 40 years.
- 2) An amount equal to the sum of (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l), (m), (n) and (o), taking into account only the last 30 years of the participant's Years of Service:
 - (a) \$5.00 multiplied by the participant's Years of Service completed prior to 1/1/82,
 - (b) \$6.00 multiplied by the participant's Years of Service between 1/1/82 and 1/1/84,
 - (c) \$7.00 multiplied by the participant's Years of Service between 1/1/84 and 1/1/86,
 - (d) \$8.00 multiplied by the participant's Years of Service between 1/1/86 and 1/1/89,
 - (e) \$9.00 multiplied by the participant's Years of Service between 1/1/89 and 1/1/91,
 - (f) \$10.00 multiplied by the participant's Years of Service between 1/1/91 and 1/1/93,
 - (g) \$11.00 multiplied by the participant's Years of Service between 1/1/93 and 1/1/95,
 - (h) \$12.00 multiplied by the participant's Years of Service between 1/1/95 and 1/1/98,
 - (i) \$13.00 multiplied by the participant's Years of Service between 1/1/98 and 1/1/01,
 - (j) \$14.00 multiplied by the participant's Years of Service between 1/1/01 and 1/1/02,
 - (k) \$15.00 multiplied by the participant's Years of Service between 1/1/02 and 1/1/04,
 - (l) \$16.00 multiplied by the participant's Years of Service between 1/1/04 and 1/1/06,
 - (m) \$17.00 multiplied by the participant's Years of Service between 1/1/06 and 1/1/07,
 - (n) \$18.00 multiplied by the participant's Years of Service between 1/1/07 and 1/1/09,
 - (o) \$19.00 multiplied by the participant's Years of Service between 1/1/09 and 1/1/12,
 - (p) \$20.00 multiplied by the participant's Years of Service after 1/1/12.

Summary of Plan Provisions
(Continued)

Accrued Benefit

A monthly benefit, payable on the Normal Annuity Form commencing on Normal Retirement Date, determined in accordance with the Normal Retirement Provision as though the date of Accrued Benefit determination were Normal Retirement Date.

Early Retirement Provision

Eligibility: Attainment of age 60 and completion of 10 Years of Vesting Service.

Benefit: The Accrued Benefit as of Early Retirement Date, reduced by $\frac{1}{2}\%$ for each month Early Retirement Date precedes Normal Retirement Date.

Late Retirement Provision

Eligibility: Continued employment beyond Normal Retirement Date.

Benefit: The amount determined in accordance with the Plan's benefit formula, based on Years of Service and Average Annual Earnings as of the late retirement date, not to be less than the Actuarial Equivalent of the benefit that would have been payable had the participant retired on his Normal Retirement Date.

Disability Benefit Provision

Eligibility: Total and permanent disability prior to age 60 but after completion of 10 Years of Service.

Benefit: The Accrued Benefit, payable commencing as of date of disability.

Pre-Retirement Death Benefit Provision

If a married participant with a vested benefit dies before benefits commence, a monthly life annuity will be provided to the surviving spouse commencing on the later of the earliest date the participant could have retired or the date of death, based on the 50% Contingent Annuitant Option as if the participant had separated from service on the date of death, survived to the later of the date of death or the earliest retirement age, retired with a 50% Contingent Annuitant Option at that age, and died on the day after the later of the date of death or the date of attaining the earliest retirement age.

Termination of Employment Provision

Eligibility: Completion of 5 Years of Vesting Service.

Benefit: The Accrued Benefit, payable commencing on Normal Retirement Date. If the participant had completed 10 Years of Vesting Service, the participant may elect to receive the Early Retirement Benefit as early as age 60.

A Participant with less than 5 Years of Vesting Service will receive a Lump Sum equal to Employee Contributions with Interest to Termination Date, if any.

Employee Contributions

Employee Contributions were required under the plan prior to January 1, 1987

IRS FORM 5500, SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(ACQUIRED AND DISPOSED OF WITHIN YEAR)

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (ACQUIRED AND
DISPOSED OF WITHIN YEAR)**

Sponsor's Name: The Belden Brick Company, LLC
EIN: 20-3803246
Name of Plan: Belden Brick Company Pension Plan for Salaried Employees
Plan Number: 005

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Defined Benefit Guaranteed Portfolio	Pooled Separate Account	\$ 7,311	\$ (318,138)

Belden Brick Company Pension Plan for Salaried Employees
EIN: 20-3803246 PN: 005
Form 5500 (2012) Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Weighted Average Retirement Age is 65, based on expected retirement at the plan's Normal Retirement Age. Weighted Average Retirement Age is theoretical, based on the assumption that all participants would have entered the plan more than 5 years before Normal Retirement Age. The anticipated retirement ages of actual participants, whether now over Normal Retirement Age or whose Normal Retirement Ages reflect the minimum period after plan entry, are not taken into account in establishing the Weighted Average Retirement Age.

AUDITED FINANCIAL STATEMENTS

BELDEN BRICK COMPANY PENSION PLAN
FOR SALARIED EMPLOYEES

December 31, 2013



HALL, KISTLER & COMPANY LLP
CONSULTANTS AND CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

Belden Brick Company Pension Plan
for Salaried Employees
Canton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Belden Brick Company Pension Plan for Salaried Employees, which comprise the statements of net assets available for benefits and of accumulated plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 U.S. 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 I, which was certified by the insurance carrier, Great-West Life & Annuity Insurance Company (operating as Great-West Retirement Services), recordkeeper of the Plan, except for comparing the information with



the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the insurance carrier holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the recordkeeper as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the recordkeeper is complete and accurate.

Disclaimer of Opinion

Because 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets Held for Investment Purposes and Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules 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 schedules, 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.



Certified Public Accountants

Canton, Ohio
October 10, 2014

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

BELDEN BRICK COMPANY PENSION PLAN FOR SALARIED EMPLOYEES

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
Investments:		
At contract value:		
Group annuity policy – general investment account	\$ 3,519,033	\$ 3,752,422
At fair value:		
Value of interest in pooled separate accounts	3,971,034	3,379,128
Common stock – 22,153 shares MetLife, Inc.	<u>1,194,490</u>	<u>729,720</u>
Total investments	8,684,557	7,861,270
Dividend/employer contribution receivable	<u>10,190</u>	<u>-</u>
TOTAL ASSETS	<u>\$ 8,694,747</u>	<u>\$ 7,861,270</u>
 <u>NET ASSETS AVAILABLE FOR BENEFITS</u>	 <u>\$ 8,694,747</u>	 <u>\$ 7,861,270</u>

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

BELDEN BRICK COMPANY PENSION PLAN FOR SALARIED EMPLOYEES

Years ended December 31, 2013 and 2012

	2013	2012
<u>ADDITIONS (REDUCTIONS) TO PLAN ASSETS</u>		
Investment income:		
Net appreciation (depreciation) in fair value of MetLife, Inc. common stock	\$ 464,770	\$ 38,990
Net investment gain (loss) from pooled separate accounts	595,478	349,433
Interest and appreciation – general investment account	84,750	144,940
Dividends – MetLife, Inc.	22,374	16,393
	<u>1,167,372</u>	<u>549,756</u>
Employer contributions	-	-
TOTAL ADDITIONS	<u>1,167,371</u>	<u>549,756</u>
<u>DEDUCTIONS FROM PLAN ASSETS</u>		
Benefits paid directly to participants or their beneficiaries	302,375	300,115
Administrative expenses	31,519	17,507
TOTAL DEDUCTIONS	<u>333,894</u>	<u>317,622</u>
NET INCREASE	<u>833,477</u>	<u>232,134</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>		
Beginning of year	<u>7,861,270</u>	<u>7,629,136</u>
End of year	<u>\$ 8,694,747</u>	<u>\$ 7,861,270</u>

STATEMENTS OF ACCUMULATED PLAN BENEFITS

BELDEN BRICK COMPANY PENSION PLAN FOR SALARIED EMPLOYEES

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Retired and disabled participants and beneficiaries receiving payments	\$ 2,870,804	\$ 2,562,498
Terminated participants with deferred benefits	620,276	577,776
Active participants	<u>3,768,263</u>	<u>3,386,097</u>
	7,259,343	6,526,371
Nonvested benefits	<u>98,511</u>	<u>69,026</u>
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	<u>\$ 7,357,854</u>	<u>\$ 6,595,397</u>

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

BELDEN BRICK COMPANY PENSION PLAN FOR SALARIED EMPLOYEES

Years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 6,595,397	\$ 5,962,042
Increase (decrease) during the year attributable to:		
Increase for interest due to the decrease in the discount period	414,191	415,554
Benefits paid	(302,376)	(300,115)
Changes in actuarial assumptions and methods	392,318	408,069
Other (accrual of service, salary changes, deaths, etc.)	258,324	109,847
NET INCREASE (DECREASE)	<u>762,457</u>	<u>633,355</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	<u>\$ 7,357,854</u>	<u>\$ 6,595,397</u>

NOTES TO FINANCIAL STATEMENTS

BELDEN BRICK COMPANY PENSION PLAN FOR SALARIED EMPLOYEES

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the Belden Brick Company Pension Plan for Salaried Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined benefit pension plan covering all salaried employees of The Belden Brick Company, LLC (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Benefits

Employees with five or more years of service are entitled to monthly pension benefits beginning at normal retirement age 65 equal to 1/12 of the following:

1/2% of average annual earnings up to covered compensation plus 1% of that portion, if any, of average annual earnings in excess of covered compensation, multiplied by years of credited service (including fractional years) to a maximum of 40 years. In no event, however, shall the monthly benefit payable at the participant's normal retirement date be less than the sum of amounts computed using the table below for each year of credited service (including fractional years) taking into account only the last 30 years.

<u>YEARS OF CREDITED SERVICE</u>	<u>RATE PER YEAR OF CREDITED SERVICE</u>
Prior to 1982	\$ 5.00
1982 and 1983	\$ 6.00
1984 and 1985	\$ 7.00
1986, 1987 and 1988	\$ 8.00
1989 and 1990	\$ 9.00
1991 and 1992	\$10.00
1993 and 1994	\$11.00
1995, 1996 and 1997	\$12.00
1998, 1999 and 2000	\$13.00
2001	\$14.00
2002 and 2003	\$15.00
2004 and 2005	\$16.00
2006	\$17.00
2007 and 2008	\$18.00
2009 through 2011	\$19.00
2012 through 2014	\$20.00
2014 and later years	\$21.00

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Pension Benefits (Continued)

The Plan permits early retirement within 5 years of the normal retirement date provided a participant had then completed 10 years of vesting service; however, the accrued benefit to date of early retirement, less any monthly accrued benefit derived from participant contributions which have been forfeited because the participant elected to receive them in a lump sum after termination of employment, is reduced 1/2% for each month by which early retirement precedes normal retirement. The normal form of retirement income is a life annuity with monthly payments commencing on a participant's retirement date. Married participants receive their pension benefits in the form of a qualified joint and survivor annuity. Participants may elect certain optional forms of benefit payments.

Death and Disability Benefits

If an active employee dies while otherwise eligible for early retirement, the surviving spouse shall be entitled to a death benefit as specified in the Plan provided the employee elected such pre-retirement death protection, in which event his accrued pension benefits are reduced for each month of coverage. If a participant becomes totally and permanently disabled after having completed 10 years of credited service and having attained age 35, he shall receive monthly disability benefits determined as of the date disability first commences equal to his or her accrued benefit converted to an actuarial equivalent life annuity. Disability benefits are paid until normal retirement age at which time disabled participants begin receiving normal retirement benefits equal to the actuarial equivalent of a life annuity equal to his or her monthly disability benefit.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accrual Basis

The financial statements of the Plan are presented on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of Plan assets available for benefits and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates (Continued)

benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

Valuation of Investments and Income Recognition

The Plan's group annuity contract is with Great West Life & Annuity Insurance Company. The Plan's group annuity contract is valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less funds used to pay retirement benefits and administrative expenses charged by the life insurance company.

The Plan's other investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Expenses of the Plan

The Plan's administrative expenses are paid by either the Plan or the Plan sponsor as provided by the Plan document. PBGC premiums and ERISA audit fees have historically been paid by the Plan sponsor. Amounts paid by the plan sponsor for the Plan year ended December 31, 2013 amounted to \$22,123.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service that employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation up to a maximum of 40 years of credited service; however, benefits under the Plan may not be less than an amount based on employees' years of credited service up to a maximum of 30 years. The accumulated plan benefits for active employees are based on their actual wage bases through 2013 with no increases in the taxable wage base assumed thereafter. Benefits payable under all circumstances - retirement, death, disability and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits is determined by an actuary from FASCore, LLC and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

Significant assumptions used in the valuations as of December 31, 2013 and 2012 were:

- Actuarial cost method 2013 and 2012
Unit Credit Actuarial Cost Method
- Retirement age 2013 and 2012
Age 65
- Assumed rate of return on investments The yield curve interest rates mandated by Pension Protection Act of 2006 have been used:
 2013
 0-5 years: 4.43% compounded annually
 5-20 years: 5.62% compounded annually
 20+ years: 6.22% compounded annually
 2012
 0-5 years: 4.94% compounded annually
 5-20 years: 6.15% compounded annually
 20+ years: 6.76% compounded annually
- Life expectancy The mortality tables mandated by Pension Protection Act of 2006 have been used:
 2013
 In accordance with sex-distinct optional combined pre-retirement and post-retirement mortality rates for males and females as promulgated by the IRS for purposes of determining the Funding Target during the 2014 plan year.
 2012
 In accordance with sex-distinct optional combined pre-retirement and post-retirement mortality rates for males and females as promulgated by the IRS for purposes of determining the Funding Target during the 2013 plan year.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

- Disability benefit 2013 and 2012
One year Term Cost based on 50% of rates from 1952 T.S.A. Disability Study (Period 2, Benefit 5) – approximated by 3% of Target Normal Cost
- Expenses 2013 and 2012
Target Normal Cost increased by expected expenses (assumed to be equal to actual expenses paid by the plan during the prior plan year)
- Pre-Retirement Death Benefits 2013 and 2012
80% assumed married with 3 year age difference

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Subsequent Event

The Company has evaluated subsequent events through October 10, 2014, the date which the financial statements were available to be issued.

NOTE C - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Group annuity policy	\$ 3,519,033	\$ -	\$ 3,519,033	\$ -
Pooled separate accounts	3,971,034	3,971,034	-	-
Common stock	1,194,490	1,194,490	-	-
	<u>\$ 8,684,557</u>	<u>\$ 5,165,524</u>	<u>\$ 3,519,033</u>	<u>\$ -</u>
December 31, 2012:				
Group annuity policy	\$ 3,752,422	\$ -	\$ -	\$ 3,752,422
Pooled separate accounts	3,379,128	-	3,379,128	-
Common stock	729,720	729,720	-	-
	<u>\$ 7,861,270</u>	<u>\$ 729,720</u>	<u>\$ 3,379,128</u>	<u>\$ 3,752,422</u>

FASB ASC 820, Fair Value Disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 Fair Value Measurements

The fair value of investments in bank and investment house common/collective investment trusts and insurance company pooled separate accounts for which quoted market price are not available are reported at the value reported to the Plan by those entities. Generally quoted market prices are used to value the underlying investments in these accounts. These investments are diversified across various sectors.

Level 3 Fair Value Measurements

The group annuity contract with an insurance company was not actively traded and significant other observable inputs were not available. Since the group annuity contract was an insurance contract it was valued at contract value as described in Note B. The following table provides further details of the Level 3 fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

	<u>Group Annuity Insurance Contract</u>
December 31, 2013:	
Beginning Balance	\$ 3,752,422
Transfer from Level 3 to Level 2	<u>(3,752,422)</u>
Ending Balance	<u>\$ -</u>

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

	<u>Group Annuity Insurance Contract</u>
December 31, 2012:	
Beginning Balance	\$ 3,917,289
Total interest and appreciation included in changes in net assets available for benefits	144,940
Purchases, sales, issuances and settlements (net)	<u>(309,807)</u>
Ending Balance	<u>\$ 3,752,422</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE D - FUNDING POLICY

The Company's funding policy is to contribute an amount equal to the maximum employer contribution permitted under the Employee Retirement Income Security Act of 1974. However, the Company may reduce its contribution below the maximum if appropriate to its tax and cash position and the Plan's funded status. Employee contributions have been discontinued effective January 1, 1987.

For 2013, the Company did not make a contribution to the Plan because, in accordance with certain provisions of the Pension Protection Act of 2006, it elected to apply part of the "carryover balance" as defined in the Act towards the required contribution for the 2013 Plan year because the Funding Target Attainment Percentage for the 2012 Plan year was at least 80%. The amount applied for 2013 after the Company's contribution (\$199,184) equaled the minimum funding requirements of ERISA (as amended by the Pension Protection Act of 2006).

For 2012 the Company did not make a contribution to the Plan because, in accordance with certain provisions of the Pension Protection Act of 2006, it elected to apply part of the "carryover balance" as defined in the Act towards the required contribution for the 2012 Plan year because the Funding Target Attainment Percentage for the 2011 Plan year was at least 80%. The amount applied for 2012 after the Company's contribution (\$176,768) equaled the minimum funding requirements of ERISA (as amended by the Pension Protection Act of 2006).

For 2013 the minimum contribution was \$190,169 and the maximum contribution was \$5,517,134. For 2012 the minimum contribution was \$166,323 and the maximum contribution was \$2,900,197.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE E - PLAN TERMINATION

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination,
- b. Annuity benefits former employees or their beneficiaries have been receiving for at least three years, or those employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination,
- c. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. Governmental agency) up to the applicable limitations (discussed below),
- d. All other vested benefits not insured by the PBGC,
- e. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations, and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE F - INVESTMENTS

The Plan's investments are held primarily by an insurance company; however, the Plan's investment in MetLife, Inc. common stock is held by the Plan sponsor.

On April 7, 2000, pursuant to the demutualization of MetLife, Inc., the Plan as a group annuity contract holder received 22,153 shares of MetLife, Inc. common stock. At the date of the demutualization, the stock had a value of \$14.25 per share, or \$315,680.

The following table presents the fair values of investments. Single investments that represent 5% or more of the Plan's net assets at December 31, 2013 and 2012 are separately identified.

	<u>2013</u>	<u>2012</u>
Group annuity policy – at contract value	\$ 3,519,033	\$ 3,752,422
MetLife, Inc. common stock – 22,153 shares at quoted market price	1,194,490	729,720
Pooled separate accounts – at fair value	<u>3,971,034</u>	<u>3,379,128</u>
	<u>\$ 8,684,557</u>	<u>\$ 7,861,270</u>

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year and net investment results from pooled separate accounts) appreciated in value by \$1,060,248 in 2013 and \$388,423 in 2012 as follows:

	<u>2013</u>	<u>2012</u>
Common stock	\$ 464,770	\$ 38,990
Pooled separate accounts	<u>595,478</u>	<u>349,433</u>
	<u>\$ 1,060,248</u>	<u>\$ 388,423</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE G - CONTRACT WITH INSURANCE COMPANY

The Company had a group annuity policy with New England Life Insurance Company, a subsidiary of MetLife, Inc., under which The Belden Brick Company, LLC made pension fund contributions. The group annuity policy was assumed by Great-West Life & Annuity Insurance Company as of December 15, 2006 when MetLife, Inc. sold off several blocks of full-service defined benefits plans to Great-West Life & Annuity Insurance Company. Great-West Life & Annuity Insurance Company, with its subsidiaries and affiliates, operates as Great-West Retirement Services. New England Life Insurance Company, with its subsidiaries and affiliates, operates as New England Financial. Great-West Life & Annuity Insurance Company maintains the contributions in an unallocated general investment fund and in pooled separate accounts. The pooled separate accounts were added to the investment portfolio in 2007. The unallocated general investment fund earned 2.15% in 2013 and 3.13% in 2012.

NOTE H - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated July 10, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

NOTE I - INFORMATION CERTIFIED BY GREAT-WEST

Great-West Life & Annuity Insurance Company certified the following information included in the financial statements and supplemental schedules:

Group annuity policy, including contract value, interest and appreciation, transactions involving the group annuity policy, and related information

Pooled separate accounts, including fair value, earnings, change in value, investment transactions, and related information

Schedule of assets held for investment purposes (except MetLife, Inc. common stock)

Schedule of assets acquired and disposed of within one year

Schedule of reportable transactions

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

NOTE J - RELATED PARTY TRANSACTIONS

Plan assets include 22,153 shares of MetLife, Inc., which is the parent company of New England Life Insurance Company. New England Life Insurance Company sponsored the group annuity policy for periods prior to December 15, 2006 under which benefits were provided as specified in the plan and performed actuarial and administrative services for the Plan. (See Note F). Certain plan investments in 2013 and 2012 are shares of mutual funds managed by affiliates of New England Financial.

NOTE K - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits. Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.