

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

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                   | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>MARMON EMPLOYEES' RETIREMENT PLAN</u>                                                                                                                                                               | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1980</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>333</u>                                                  | <b>1c</b> Effective date of plan<br><u>01/01/1980</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                         | <u>333</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1980</u>                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>MARMON HOLDINGS, INC.</u><br><br><u>181 W MADISON STREET, 26TH FLOOR</u><br><u>CHICAGO, IL 60602</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>36-3104690</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>312-372-9500</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>332900</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>36-3104690</u> | <b>2c</b> Sponsor's telephone number<br><u>312-372-9500</u> | <b>2d</b> Business code (see instructions)<br><u>332900</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>36-3104690</u>                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>312-372-9500</u>                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>332900</u>                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/11/2014 | JAMES DENOR                                                  |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/13/2014 | CYNTHIA REIN                                                 |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input checked="" type="checkbox"/> Same as Plan Sponsor Address<br><br>MARMON RETIREMENT ADMINISTRATIVE COMMITTEE                                                                                                                                                                                                      |  | <b>3b</b> Administrator's EIN<br>36-3257463                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                            |  | <b>3c</b> Administrator's telephone number<br><br>                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b> 9995                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b> 8833                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b> 18                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                         |  | <b>6c</b> 2449                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b> 11300                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b> 44                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b> 11344                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b> 8950                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b> 405                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2T 3F 3H                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

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

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

|                                                                                               |                                                                    |            |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>MARMON EMPLOYEES' RETIREMENT PLAN</u>                             | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <u>333</u> |
|                                                                                               |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MARMON HOLDINGS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>36-3104690</u> |            |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| <u>INVESCO NATIONAL TRUST COMPANY</u>                                                                             |

84-0591534

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

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

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

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

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

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

MASSMUTUAL RETIREMENT SERVICES, LLC

26-1589907

| (b)<br>Service Code(s)                             | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|----------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 37 38 49<br>59 60 62 63<br>64 65 72 99<br>50 61 | NONE KNOWN                                                                                        | 990790                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

DLA PIPER

52-0616490

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE KNOWN                                                                                        | 119836                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

ERNST & YOUNG

34-6565596

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 10 50                  | NONE KNOWN                                                                                        | 50000                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

ERNST & YOUNG

34-6565596

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 50                  | NONE KNOWN                                                                                        | 50000                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

PLANTE & MORAN, PLLC

38-1357951

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 10 50                  | NONE KNOWN                                                                                        | 38050                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

AON RISK SERVICES CENTRAL, INC.

36-3051915

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 50                  | NONE KNOWN                                                                                        | 24260                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

RIDER DICKERSON

36-2329183

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 49 50                  | NONE KNOWN                                                                                        | 8328                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

RELiance TRUST COMPANY

58-1428634

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 19 99 25               | NONE KNOWN                                                                                        | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                            | 35149                                                                                                                                                                           | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                                                    | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| RELIANCE TRUST COMPANY                                                                                     | 19 25 99                                | 35149                                     |
| <div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div> |                                         |                                           |
| MASSMUTUAL RETIREMENT SERVICES, LLC<br><br>26-1589907                                                      | CUSTOMIAN/TRUST SERVICE FEE             |                                           |
| <div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>             |                                         |                                           |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                                                        | 52 63                                   | 0                                         |
| <div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div> |                                         |                                           |
| AMERICAN FUNDS EUROPACIFIC R6<br><br>95-1411037                                                            | 0.50%                                   |                                           |
| <div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>             |                                         |                                           |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                                                        | 52 63                                   | 0                                         |
| <div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div> |                                         |                                           |
| AMERICAN FUNDS GROWTH FUND R6<br><br>52-0792143                                                            | 0.34%                                   |                                           |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSMUTUAL RETIREMENT SERVICES, LLC                                 | 52 63                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| BLACKROCK INFL PRO BOND PORT-BRS<br><br>13-3806694                  | 0.48%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                 | 52 63                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| ABERDEEN EMERGING MARKETS INST<br><br>95-1411037                    | 1.10%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                 | 52 63                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| CRM MID CAP VAL INST<br><br>13-3580284                              | 0.82%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                                                                                                                                       | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSMUTUAL RETIREMENT SERVICES, LLC                                                                                                                                                           | 52 63                                   | 0                                         |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>DODGE AND COX STOCK FUND</p> <p>94-6067274</p>                                                           |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.52%</p> |                                         |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>MASSMUTUAL RETIREMENT SERVICES, LLC</p>                                                                              |                                         |                                           |
| <p><b>(b)</b> Service Codes<br/>(see instructions)</p> <p>52 63</p>                                                                                                                           |                                         |                                           |
| <p><b>(c)</b> Enter amount of indirect compensation</p> <p>0</p>                                                                                                                              |                                         |                                           |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>INVESCO STABLE VALUE TRUST</p> <p>84-1251725</p>                                                         |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.41%</p> |                                         |                                           |
| <p><b>(a)</b> Enter service provider name as it appears on line 2</p> <p>MASSMUTUAL RETIREMENT SERVICES, LLC</p>                                                                              |                                         |                                           |
| <p><b>(b)</b> Service Codes<br/>(see instructions)</p> <p>52 63</p>                                                                                                                           |                                         |                                           |
| <p><b>(c)</b> Enter amount of indirect compensation</p> <p>0</p>                                                                                                                              |                                         |                                           |
| <p><b>(d)</b> Enter name and EIN (address) of source of indirect compensation</p> <p>JPMORGAN SMALL CAP EQUITY-R5</p> <p>33-1043149</p>                                                       |                                         |                                           |
| <p><b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.95%</p> |                                         |                                           |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                    | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSMUTUAL RETIREMENT SERVICES, LLC                                        | 52 63                                   | 0                                         |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation |                                         |                                           |
| PIMCO TOTAL RETURN INSTL                                                   | 0.46%                                   |                                           |
| 33-0629048                                                                 |                                         |                                           |
| <b>(a)</b> Enter service provider name as it appears on line 2             |                                         |                                           |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                        | 52 63                                   | 0                                         |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation |                                         |                                           |
| VANGUARD EMPLOYEE BENEFIT INDEX                                            | 0.05%                                   |                                           |
| 23-1999755                                                                 |                                         |                                           |
| <b>(a)</b> Enter service provider name as it appears on line 2             |                                         |                                           |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                        | 52 63                                   | 0                                         |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation |                                         |                                           |
| VANGUARD EXTENDED MRKT IDX INST                                            | 0.12%                                   |                                           |
| 23-1999755                                                                 |                                         |                                           |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSMUTUAL RETIREMENT SERVICES, LLC                                 | 52 63                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| VANGUARD TOT BD MKT INDEX SIGNAL                                    | 0.10%                                                                                                                                                              |                                           |
| 23-1945930                                                          |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                 | 52 63                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| VANGUARD TOT INTL STOCK INX-SIG                                     | 0.16%                                                                                                                                                              |                                           |
| 23-1945930                                                          |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSMUTUAL RETIREMENT SERVICES, LLC                                 | 52 63                                                                                                                                                              | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| WINSLOW LARGE CAP GROWTH-I                                          | 0.55%                                                                                                                                                              |                                           |
| 36-3817266                                                          |                                                                                                                                                                    |                                           |

**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)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

|                                                                                                      |                                                                        |            |
|------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>MARMON EMPLOYEES' RETIREMENT PLAN</u>                                    | <b>B</b> Three-digit plan number (PN) <b>►</b>                         | <u>333</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>MARMON HOLDINGS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><br><u>36-3104690</u> |            |

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

|                                                                                           |                               |                                                                                                                      |
|-------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>EMPLOYEE BENEFIT INDEX FUND</u>         |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD</u>                         |                               |                                                                                                                      |
| <b>c</b> EIN-PN <u>23-3080210-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>98954865</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE VALUE TRUST FUND</u>             |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>INVESCO NATIONAL TRUST COMPANY</u>   |                               |                                                                                                                      |
| <b>c</b> EIN-PN <u>84-1142974-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>179286757</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NUVEEN / SEI TRUST CO. INVEST TRUST</u> |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>SEI TRUST COMPANY</u>                |                               |                                                                                                                      |
| <b>c</b> EIN-PN <u>27-3441498-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>101353223</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLLECTIVE TRUST</u>                    |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>CHAMPLAIN</u>                        |                               |                                                                                                                      |
| <b>c</b> EIN-PN <u>23-2177800-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23534085</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                      |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                      |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                      |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                  |

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity  
code

**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

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

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

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

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

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                        |            |
| <b>A</b> Name of plan<br><u>MARMON EMPLOYEES' RETIREMENT PLAN</u>                                        | <b>B</b> Three-digit plan number (PN) ▶                                | <u>333</u> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MARMON HOLDINGS, INC.</u>            | <b>D</b> Employer Identification Number (EIN)<br><br><u>36-3104690</u> |            |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement |                              |                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------|------------------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                               |                              |                        |
| <b>Assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               | <b>(a) Beginning of Year</b> | <b>(b) End of Year</b> |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                     |                              |                        |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                               |                              |                        |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>                  | <u>31650958</u>              | <u>33334470</u>        |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>                  | <u>322487</u>                | <u>42254</u>           |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>                  |                              |                        |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                              |                        |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>                  |                              |                        |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>                  |                              |                        |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                               |                              |                        |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>               |                              |                        |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b>               |                              |                        |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                              |                        |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>               |                              |                        |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b>               |                              |                        |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                  |                              |                        |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>                  |                              |                        |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                  |                              |                        |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>                  | <u>9019131</u>               | <u>8914829</u>         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>                  | <u>350098771</u>             | <u>403128930</u>       |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>                 |                              |                        |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                 |                              |                        |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>                 |                              |                        |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>                 | <u>318339205</u>             | <u>354047363</u>       |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                 |                              |                        |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>                 |                              |                        |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 709430552             | 799467846       |

**Liabilities**

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

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 709430552 | 799467846 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 33351456   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 22984739   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 1985748    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 58321943  |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 405378     |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 405378    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 11470988   |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 11470988  |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....                | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 51932938  |
| (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) |            | 49078026  |
| c Other income.....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 171209273 |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 79723156 |          |
| (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) |          | 79723156 |
| f Corrective distributions (see instructions).....                                  | 2f    |          | 168407   |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |          | 28533    |
| h Interest expense.....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) | 216214   |          |
| (2) Contract administrator fees.....                                                | 2i(2) | 990790   |          |
| (3) Investment advisory and management fees.....                                    | 2i(3) |          |          |
| (4) Other.....                                                                      | 2i(4) | 44879    |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 1251883  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 81171979 |

**Net Income and Reconciliation**

|                                                         |       |  |          |
|---------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 90037294 |
| 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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

**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   |    | 34768  |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 20000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |          |

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

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

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

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

## Part V Trust Information (optional)

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                               |                                                                    |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>MARMON EMPLOYEES' RETIREMENT PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>333</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>MARMON HOLDINGS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>36-3104690</u> |

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

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>06-0974148</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

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

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

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

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# **Marmon Employees' Retirement Plan**

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**Financial Report**  
**December 31, 2013**

# **Marmon Employees' Retirement Plan**

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## Independent Auditor's Report

To the Plan Administrator  
Marmon Employees' Retirement Plan

### **Report on the Financial Statements**

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

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditor's Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator  
Marmon Employees' Retirement Plan

***Disclaimer of Opinion***

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

***Other Matter***

The supplemental schedules of assets held at end of year as of December 31, 2013 and delinquent participant contributions for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

**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 ERISA.

*Plante & Morse, PLLC*

Elgin, Illinois  
October 2, 2014

# Marmon Employees' Retirement Plan

## Statement of Net Assets Available for Benefits

|                                                                                                                                                                    | December 31,<br>2013  | December 31,<br>2012  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Assets</b>                                                                                                                                                      |                       |                       |
| Participant-directed investments:                                                                                                                                  |                       |                       |
| Mutual funds                                                                                                                                                       | \$ 354,047,363        | \$ 318,339,205        |
| Common collective trust funds                                                                                                                                      | 403,128,930           | 350,098,771           |
| Total participant-directed investments                                                                                                                             | 757,176,293           | 668,437,976           |
| Contributions receivable:                                                                                                                                          |                       |                       |
| Employee                                                                                                                                                           | 42,254                | 322,487               |
| Employer                                                                                                                                                           | 33,334,470            | 31,650,958            |
| Total contributions receivable                                                                                                                                     | 33,376,724            | 31,973,445            |
| Participant notes receivable                                                                                                                                       | 8,914,829             | 9,019,131             |
| <b>Net Assets Reflecting All Investments at Fair Value</b>                                                                                                         | 799,467,846           | 709,430,552           |
| <b>Adjustment from Fair Value to Contract Value for Interest<br/>in Common Collective Trust Fund Relating to Fully<br/>Benefit-responsive Investment Contracts</b> | (2,169,617)           | (6,912,632)           |
| <b>Net Assets Available for Benefits</b>                                                                                                                           | <b>\$ 797,298,229</b> | <b>\$ 702,517,920</b> |

# Marmon Employees' Retirement Plan

## Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

### Additions to Net Assets

|                                                   |                    |
|---------------------------------------------------|--------------------|
| Contributions:                                    |                    |
| Employee                                          | \$ 22,984,739      |
| Employer                                          | 33,351,456         |
| Rollovers                                         | <u>1,985,748</u>   |
| Total contributions                               | 58,321,943         |
| Investment income:                                |                    |
| Interest and dividends                            | 14,391,400         |
| Net realized and unrealized gains on investments: |                    |
| Mutual funds                                      | 49,035,813         |
| Common collective trust funds                     | <u>53,797,754</u>  |
| Net realized and unrealized gains                 | <u>102,833,567</u> |
| Total investment income                           | 117,224,967        |
| Interest from participant notes receivable        | <u>405,378</u>     |
| Total additions                                   | 175,952,288        |

### Deductions from Net Assets

|                                                         |                   |
|---------------------------------------------------------|-------------------|
| Benefits paid directly to participants or beneficiaries | 79,920,096        |
| Administrative expenses                                 | <u>1,251,883</u>  |
| Total deductions                                        | <u>81,171,979</u> |

|                     |                   |
|---------------------|-------------------|
| <b>Net Increase</b> | <b>94,780,309</b> |
|---------------------|-------------------|

### Net Assets Available for Benefits

|                   |                              |
|-------------------|------------------------------|
| Beginning of year | <u>702,517,920</u>           |
| End of year       | <u><b>\$ 797,298,229</b></u> |

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description

The following description of Marmon Employees' Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering eligible employees designated by the participating employers (the "Companies"), as defined in the "Adoption and Merger Agreement". Participants are eligible to make 401(k) and after-tax contributions after 60 days of service. Participants are eligible for participating employer contributions after six months of service. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

**Contributions** - The Plan provides for employee salary 401(k) and after-tax contributions in whole percentages of eligible compensation, not to exceed, individually or in aggregate, 30 percent of compensation up to the maximum deferred limitations established by the Internal Revenue Service (IRS). The Plan also allows participants to contribute to the Plan in the form of a rollover of funds from another qualified Plan.

There were delinquent contributions of \$34,768 and \$43 during the plan year ended December 31, 2013 and 2012, respectively. The Companies corrected the 2012 contributions and lost earnings during the plan year ended December 31, 2013. The Companies corrected some of the contributions during 2013. The remaining 2013 contributions and related lost earnings will be remitted during 2014.

The Plan provides for employer-matching contributions and employer retirement contributions. The participating employers' matching contribution is made in an amount not to exceed 50 percent of the participants' contributions that are eligible for matching not to exceed 6 percent of the participants' eligible compensation. The retirement contribution, if any, is discretionary as to amount and allocated based on participant's compensation received while covered by a participating employer. The retirement contributions for 2013 were approximately \$25,900,000.

**Participant Accounts** - Each participant's account is credited with the participant's contribution, allocations of the Companies' contributions, if applicable, and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation, deferrals, transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

**Benefit Payments** - Distributions are payable upon retirement, death, disability, or termination of employment. The Plan allows 59½ and after-tax withdrawals. A participant's vested account will be paid in the form of a lump sum.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description (Continued)

**Hardship Withdrawals** - Participants may request that all or a portion of their 401(k), after-tax, and rollover contributions be distributed in the case of severe financial hardship, as defined in the plan document.

**Vesting** - Participants are immediately 100 percent vested in employee 401(k), after-tax, and rollover contributions, and any income or loss thereon. Vesting on the employer matching and retirement contribution portion of their accounts, plus actual earnings thereon, is based on years of service, as defined by the plan document. Participants vest at a rate of 20 percent for each full year of service and are 100 percent vested upon completion of five years of service.

**Forfeitures** - If a participant is not fully vested on his or her termination date, the nonvested amount of their account is forfeited. Forfeitures related to employer contributions (retirement and matching) are first used to restore the accounts of eligible participants who had breaks in service of less than five years. The remaining forfeitures are used to reduce the employer contributions or pay plan expenses. Forfeited accounts totaled approximately \$650,000 and \$860,000 as of December 31, 2013 and 2012, respectively. During 2013, approximately \$715,000 of forfeitures were used to reduce participating employers' contributions.

**Participant Notes Receivable** - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance reduced by the highest outstanding balance of notes receivable during the one-year period prior to the date the note receivable is made from the Plan at interest rates determined in accordance with the Plan. The participant notes receivable are secured by the balance in the participant's account. Repayment terms in general may not exceed four and a half years, except for the purchase of a principal residence, which may not exceed 15 years. Principal and interest are paid ratably through payroll deductions. A participant may not have more than one note receivable outstanding at any time.

**Termination** - While the plan sponsor has not expressed any intent to terminate the Plan or to discontinue its contributions to the Plan, it may do so subject to the provisions set forth in the plan document, collective bargaining agreements, and ERISA. In the event of a Plan termination, each participant becomes fully vested in the balance of his or her separate account.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies

**Investment Valuation** - The Plan's investments are stated at fair value except as noted below. The stable value common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The stable value common collective trust fund primarily holds synthetic guaranteed investment contracts, which hold portfolios of fixed-income securities with wrap contracts. The fair value of the fixed-income securities is valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of wrapper contracts provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee. The remaining common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

**Participant Notes Receivable** - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

**Benefit Payments** - Benefits are recorded when paid.

**Administrative Expenses** - Various administrative costs are paid by the Companies or the plan sponsor.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies (Continued)

**Risks and Uncertainties** - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

**Subsequent Events** - The financial statements and related disclosures include evaluation of events up through and including October 2, 2014, which is the date the financial statements were available to be issued.

### Note 3 - Unaudited Information

Reliance Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments held at the end of the year are as follows:

|                                                      | 2013          | 2012          |
|------------------------------------------------------|---------------|---------------|
| Mutual funds - At fair value:                        |               |               |
| American Funds Europacific Growth Fund - R6          | \$ 81,920,498 | \$ 67,347,517 |
| JPMorgan Small Cap Equity Fund - R5                  | 39,968,629    | 27,613,201    |
| Dodge & Cox Common Stock Fund                        | 92,544,838    | 65,572,741    |
| PIMCO Total Return Institutional Fund                | 90,930,010    | 95,704,784    |
| Common collective trust funds:                       |               |               |
| INVESCO Stable Value Trust - At contract value       | 177,117,140   | 181,192,425   |
| Vanguard Employee Benefit Index Fund - At fair value | 98,954,865    | 80,619,177    |
| Winslow Large Cap Growth I Fund - At fair value      | 101,353,223   | 81,374,537    |

### Note 4 - Tax Status

The Plan has received a determination letter dated September 27, 2013 from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan has submitted an application for a new determination letter during 2013.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

### Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

**Level 1** - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 5 - Fair Value Measurements (Continued)

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

|                                | Level 1               | Level 2               | Level 3     | Balance at<br>December 31,<br>2013 |
|--------------------------------|-----------------------|-----------------------|-------------|------------------------------------|
| Mutual funds:                  |                       |                       |             |                                    |
| Equity investments             | \$ 251,739,009        | \$ -                  | \$ -        | \$ 251,739,009                     |
| Fixed-income investments       | 102,308,354           | -                     | -           | 102,308,354                        |
| Common collective trust funds: |                       |                       |             |                                    |
| Equity investments (a)         | -                     | 223,842,173           | -           | 223,842,173                        |
| Stable value investment (b)    | -                     | 179,286,757           | -           | 179,286,757                        |
| Total                          | <u>\$ 354,047,363</u> | <u>\$ 403,128,930</u> | <u>\$ -</u> | <u>\$ 757,176,293</u>              |

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

|                                | Level 1               | Level 2               | Level 3     | Balance at<br>December 31,<br>2012 |
|--------------------------------|-----------------------|-----------------------|-------------|------------------------------------|
| Mutual funds:                  |                       |                       |             |                                    |
| Equity investments             | \$ 204,887,751        | \$ -                  | \$ -        | \$ 204,887,751                     |
| Fixed-income investments       | 113,451,454           | -                     | -           | 113,451,454                        |
| Common collective trust funds: |                       |                       |             |                                    |
| Equity investments (a)         | -                     | 161,993,714           | -           | 161,993,714                        |
| Stable value investment (b)    | -                     | 188,105,057           | -           | 188,105,057                        |
| Total                          | <u>\$ 318,339,205</u> | <u>\$ 350,098,771</u> | <u>\$ -</u> | <u>\$ 668,437,976</u>              |

- (a) The common collective trust funds invest primarily in equity securities which may include common stocks, options, and futures. There were no unfunded commitments or redemption restrictions on these investments at December 31, 2013 and 2012.
- (b) The common collective trust fund invests primarily in investment contracts made up of debt securities or units of collective trust funds issued by insurance companies, banks, or other financial institutions. There were no unfunded commitments or redemption restrictions on this investment at December 31, 2013 and 2012.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2013.

The Plan also holds other assets not measured at fair value on a recurring basis, including employee and employer contributions receivable. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to the short maturity of the instruments.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

|                                                                                                                                                         | <u>2013</u>           | <u>2012</u>           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements                                                                                          | \$ 797,298,229        | \$ 702,517,920        |
| Add adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts | <u>2,169,617</u>      | <u>6,912,632</u>      |
| Net assets available for benefits per Form 5500                                                                                                         | <u>\$ 799,467,846</u> | <u>\$ 709,430,552</u> |

The following is a reconciliation of total additions per the financial statements to Form 5500 for the year ended December 31, 2013:

|                                                                                                                                                                                      |                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Total additions per financial statements                                                                                                                                             | \$ 175,952,288        |
| Addition of 2013 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts    | 2,169,617             |
| Subtraction of 2012 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts | <u>(6,912,632)</u>    |
| Total income per Form 5500                                                                                                                                                           | <u>\$ 171,209,273</u> |

### Note 7 - Subsequent Events

The Plan was amended in 2013 to allow IMI and affiliated entities to participate in the Plan and to allow participants with participant notes receivables in the IMI 401(k) Plan to rollover their entire participant account balances, including participant notes receivable, into the Plan. In conjunction with the transaction, approximately \$18 million of rollover contributions were made to the Plan in January 2014.

# Marmon Employees' Retirement Plan

## Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 36-3104690, Plan No. 333 December 31, 2013

| (a)(b)<br>Identity of Issuer | (c)<br>Description of Investment                                                    | (d)<br>Cost | (e)<br>Current Value         |
|------------------------------|-------------------------------------------------------------------------------------|-------------|------------------------------|
|                              | Mutual funds:                                                                       |             |                              |
| Vanguard                     | Vanguard Extended Market Index Fund                                                 | *           | \$ 23,260,923                |
| Vanguard                     | Vanguard Total Bond Market Index Signal                                             | *           | 1,383,798                    |
| Vanguard                     | Vanguard Extended Market Index I                                                    | *           | 667,818                      |
| JPMorgan                     | JPMorgan Small Cap Equity Fund - R5                                                 | *           | 39,968,629                   |
| Aberdeen                     | Aberdeen Emerging Markets Institutional Fund                                        | *           | 13,376,303                   |
| Dodge & Cox                  | Dodge & Cox Common Stock Fund                                                       | *           | 92,544,838                   |
| PIMCO                        | PIMCO Total Return Institutional Fund                                               | *           | 90,930,010                   |
| BlackRock                    | BlackRock Inflation Protected Bond Portfolio - BRS                                  | *           | 9,994,546                    |
| American Funds               | American Funds Europacific Growth Fund - R6                                         | *           | 81,920,498                   |
|                              | Common collective trust funds:                                                      |             |                              |
| Invesco                      | INVESCO Stable Value Trust                                                          | *           | 179,286,757                  |
| Vanguard                     | Vanguard Employee Benefit Index Fund                                                | *           | 98,954,865                   |
| Nuveen/SEI Trust             |                                                                                     |             |                              |
| Company                      | Winslow Large Cap Growth I Fund                                                     | *           | 101,353,223                  |
| Champlain                    | Champlain Mid Cap Collective-CL I                                                   | *           | 23,534,085                   |
| Participants                 | Participant notes receivable with interest rates ranging from 4.25 to 10.00 percent | -           | 8,914,829                    |
|                              | Total                                                                               |             | <u><u>\$ 766,091,122</u></u> |

\* Cost information not required

# Marmon Employees' Retirement Plan

## Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 36-3104690, Plan No. 333 Year Ended December 31, 2013

|      | Participant<br>Contributions<br>Transferred Late<br>to the Plan      | Total that Constitutes Nonexempt<br>Prohibited Transactions |                                            |                                                   | Total Fully<br>Corrected<br>Under VFCP<br>and PTE<br>2002-51 |
|------|----------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------|--------------------------------------------------------------|
|      | Check Here if<br>Late Participant<br>Loan Repayments<br>are Included | Contributions<br>Not<br>Corrected                           | Contributions<br>Corrected<br>Outside VFCP | Contributions<br>Pending<br>Correction in<br>VFCP |                                                              |
| 2013 | <input checked="" type="checkbox"/>                                  | \$ 34,768                                                   | \$ -                                       | \$ -                                              | \$ -                                                         |
| 2012 | <input checked="" type="checkbox"/>                                  | -                                                           | 43                                         | -                                                 | -                                                            |

# **Marmon Employees' Retirement Plan**

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**Financial Report**  
**December 31, 2013**

# **Marmon Employees' Retirement Plan**

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## Independent Auditor's Report

To the Plan Administrator  
Marmon Employees' Retirement Plan

### **Report on the Financial Statements**

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

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditor's Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator  
Marmon Employees' Retirement Plan

***Disclaimer of Opinion***

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

***Other Matter***

The supplemental schedules of assets held at end of year as of December 31, 2013 and delinquent participant contributions for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

**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 ERISA.

*Plante & Morse, PLLC*

Elgin, Illinois  
October 2, 2014

# Marmon Employees' Retirement Plan

## Statement of Net Assets Available for Benefits

|                                                                                                                                                                    | December 31,<br>2013  | December 31,<br>2012  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Assets</b>                                                                                                                                                      |                       |                       |
| Participant-directed investments:                                                                                                                                  |                       |                       |
| Mutual funds                                                                                                                                                       | \$ 354,047,363        | \$ 318,339,205        |
| Common collective trust funds                                                                                                                                      | 403,128,930           | 350,098,771           |
| Total participant-directed investments                                                                                                                             | 757,176,293           | 668,437,976           |
| Contributions receivable:                                                                                                                                          |                       |                       |
| Employee                                                                                                                                                           | 42,254                | 322,487               |
| Employer                                                                                                                                                           | 33,334,470            | 31,650,958            |
| Total contributions receivable                                                                                                                                     | 33,376,724            | 31,973,445            |
| Participant notes receivable                                                                                                                                       | 8,914,829             | 9,019,131             |
| <b>Net Assets Reflecting All Investments at Fair Value</b>                                                                                                         | 799,467,846           | 709,430,552           |
| <b>Adjustment from Fair Value to Contract Value for Interest<br/>in Common Collective Trust Fund Relating to Fully<br/>Benefit-responsive Investment Contracts</b> | (2,169,617)           | (6,912,632)           |
| <b>Net Assets Available for Benefits</b>                                                                                                                           | <b>\$ 797,298,229</b> | <b>\$ 702,517,920</b> |

# Marmon Employees' Retirement Plan

## Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

### Additions to Net Assets

|                                                   |                    |
|---------------------------------------------------|--------------------|
| Contributions:                                    |                    |
| Employee                                          | \$ 22,984,739      |
| Employer                                          | 33,351,456         |
| Rollovers                                         | <u>1,985,748</u>   |
| Total contributions                               | 58,321,943         |
| Investment income:                                |                    |
| Interest and dividends                            | 14,391,400         |
| Net realized and unrealized gains on investments: |                    |
| Mutual funds                                      | 49,035,813         |
| Common collective trust funds                     | <u>53,797,754</u>  |
| Net realized and unrealized gains                 | <u>102,833,567</u> |
| Total investment income                           | 117,224,967        |
| Interest from participant notes receivable        | <u>405,378</u>     |
| Total additions                                   | 175,952,288        |

### Deductions from Net Assets

|                                                         |                   |
|---------------------------------------------------------|-------------------|
| Benefits paid directly to participants or beneficiaries | 79,920,096        |
| Administrative expenses                                 | <u>1,251,883</u>  |
| Total deductions                                        | <u>81,171,979</u> |

**Net Increase** 94,780,309

### Net Assets Available for Benefits

|                   |                              |
|-------------------|------------------------------|
| Beginning of year | <u>702,517,920</u>           |
| End of year       | <u><b>\$ 797,298,229</b></u> |

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description

The following description of Marmon Employees' Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering eligible employees designated by the participating employers (the "Companies"), as defined in the "Adoption and Merger Agreement". Participants are eligible to make 401(k) and after-tax contributions after 60 days of service. Participants are eligible for participating employer contributions after six months of service. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

**Contributions** - The Plan provides for employee salary 401(k) and after-tax contributions in whole percentages of eligible compensation, not to exceed, individually or in aggregate, 30 percent of compensation up to the maximum deferred limitations established by the Internal Revenue Service (IRS). The Plan also allows participants to contribute to the Plan in the form of a rollover of funds from another qualified Plan.

There were delinquent contributions of \$34,768 and \$43 during the plan year ended December 31, 2013 and 2012, respectively. The Companies corrected the 2012 contributions and lost earnings during the plan year ended December 31, 2013. The Companies corrected some of the contributions during 2013. The remaining 2013 contributions and related lost earnings will be remitted during 2014.

The Plan provides for employer-matching contributions and employer retirement contributions. The participating employers' matching contribution is made in an amount not to exceed 50 percent of the participants' contributions that are eligible for matching not to exceed 6 percent of the participants' eligible compensation. The retirement contribution, if any, is discretionary as to amount and allocated based on participant's compensation received while covered by a participating employer. The retirement contributions for 2013 were approximately \$25,900,000.

**Participant Accounts** - Each participant's account is credited with the participant's contribution, allocations of the Companies' contributions, if applicable, and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation, deferrals, transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

**Benefit Payments** - Distributions are payable upon retirement, death, disability, or termination of employment. The Plan allows 59½ and after-tax withdrawals. A participant's vested account will be paid in the form of a lump sum.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description (Continued)

**Hardship Withdrawals** - Participants may request that all or a portion of their 401(k), after-tax, and rollover contributions be distributed in the case of severe financial hardship, as defined in the plan document.

**Vesting** - Participants are immediately 100 percent vested in employee 401(k), after-tax, and rollover contributions, and any income or loss thereon. Vesting on the employer matching and retirement contribution portion of their accounts, plus actual earnings thereon, is based on years of service, as defined by the plan document. Participants vest at a rate of 20 percent for each full year of service and are 100 percent vested upon completion of five years of service.

**Forfeitures** - If a participant is not fully vested on his or her termination date, the nonvested amount of their account is forfeited. Forfeitures related to employer contributions (retirement and matching) are first used to restore the accounts of eligible participants who had breaks in service of less than five years. The remaining forfeitures are used to reduce the employer contributions or pay plan expenses. Forfeited accounts totaled approximately \$650,000 and \$860,000 as of December 31, 2013 and 2012, respectively. During 2013, approximately \$715,000 of forfeitures were used to reduce participating employers' contributions.

**Participant Notes Receivable** - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance reduced by the highest outstanding balance of notes receivable during the one-year period prior to the date the note receivable is made from the Plan at interest rates determined in accordance with the Plan. The participant notes receivable are secured by the balance in the participant's account. Repayment terms in general may not exceed four and a half years, except for the purchase of a principal residence, which may not exceed 15 years. Principal and interest are paid ratably through payroll deductions. A participant may not have more than one note receivable outstanding at any time.

**Termination** - While the plan sponsor has not expressed any intent to terminate the Plan or to discontinue its contributions to the Plan, it may do so subject to the provisions set forth in the plan document, collective bargaining agreements, and ERISA. In the event of a Plan termination, each participant becomes fully vested in the balance of his or her separate account.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies

**Investment Valuation** - The Plan's investments are stated at fair value except as noted below. The stable value common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The stable value common collective trust fund primarily holds synthetic guaranteed investment contracts, which hold portfolios of fixed-income securities with wrap contracts. The fair value of the fixed-income securities is valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of wrapper contracts provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee. The remaining common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

**Participant Notes Receivable** - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

**Benefit Payments** - Benefits are recorded when paid.

**Administrative Expenses** - Various administrative costs are paid by the Companies or the plan sponsor.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies (Continued)

**Risks and Uncertainties** - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

**Subsequent Events** - The financial statements and related disclosures include evaluation of events up through and including October 2, 2014, which is the date the financial statements were available to be issued.

### Note 3 - Unaudited Information

Reliance Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments held at the end of the year are as follows:

|                                                      | 2013          | 2012          |
|------------------------------------------------------|---------------|---------------|
| Mutual funds - At fair value:                        |               |               |
| American Funds Europacific Growth Fund - R6          | \$ 81,920,498 | \$ 67,347,517 |
| JPMorgan Small Cap Equity Fund - R5                  | 39,968,629    | 27,613,201    |
| Dodge & Cox Common Stock Fund                        | 92,544,838    | 65,572,741    |
| PIMCO Total Return Institutional Fund                | 90,930,010    | 95,704,784    |
| Common collective trust funds:                       |               |               |
| INVESCO Stable Value Trust - At contract value       | 177,117,140   | 181,192,425   |
| Vanguard Employee Benefit Index Fund - At fair value | 98,954,865    | 80,619,177    |
| Winslow Large Cap Growth I Fund - At fair value      | 101,353,223   | 81,374,537    |

### Note 4 - Tax Status

The Plan has received a determination letter dated September 27, 2013 from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan has submitted an application for a new determination letter during 2013.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

### Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

**Level 1** - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 5 - Fair Value Measurements (Continued)

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

|                                | Level 1               | Level 2               | Level 3     | Balance at<br>December 31,<br>2013 |
|--------------------------------|-----------------------|-----------------------|-------------|------------------------------------|
| Mutual funds:                  |                       |                       |             |                                    |
| Equity investments             | \$ 251,739,009        | \$ -                  | \$ -        | \$ 251,739,009                     |
| Fixed-income investments       | 102,308,354           | -                     | -           | 102,308,354                        |
| Common collective trust funds: |                       |                       |             |                                    |
| Equity investments (a)         | -                     | 223,842,173           | -           | 223,842,173                        |
| Stable value investment (b)    | -                     | 179,286,757           | -           | 179,286,757                        |
| Total                          | <u>\$ 354,047,363</u> | <u>\$ 403,128,930</u> | <u>\$ -</u> | <u>\$ 757,176,293</u>              |

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

|                                | Level 1               | Level 2               | Level 3     | Balance at<br>December 31,<br>2012 |
|--------------------------------|-----------------------|-----------------------|-------------|------------------------------------|
| Mutual funds:                  |                       |                       |             |                                    |
| Equity investments             | \$ 204,887,751        | \$ -                  | \$ -        | \$ 204,887,751                     |
| Fixed-income investments       | 113,451,454           | -                     | -           | 113,451,454                        |
| Common collective trust funds: |                       |                       |             |                                    |
| Equity investments (a)         | -                     | 161,993,714           | -           | 161,993,714                        |
| Stable value investment (b)    | -                     | 188,105,057           | -           | 188,105,057                        |
| Total                          | <u>\$ 318,339,205</u> | <u>\$ 350,098,771</u> | <u>\$ -</u> | <u>\$ 668,437,976</u>              |

- (a) The common collective trust funds invest primarily in equity securities which may include common stocks, options, and futures. There were no unfunded commitments or redemption restrictions on these investments at December 31, 2013 and 2012.
- (b) The common collective trust fund invests primarily in investment contracts made up of debt securities or units of collective trust funds issued by insurance companies, banks, or other financial institutions. There were no unfunded commitments or redemption restrictions on this investment at December 31, 2013 and 2012.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2013.

The Plan also holds other assets not measured at fair value on a recurring basis, including employee and employer contributions receivable. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to the short maturity of the instruments.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

|                                                                                                                                                         | <u>2013</u>           | <u>2012</u>           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements                                                                                          | \$ 797,298,229        | \$ 702,517,920        |
| Add adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts | <u>2,169,617</u>      | <u>6,912,632</u>      |
| Net assets available for benefits per Form 5500                                                                                                         | <u>\$ 799,467,846</u> | <u>\$ 709,430,552</u> |

The following is a reconciliation of total additions per the financial statements to Form 5500 for the year ended December 31, 2013:

|                                                                                                                                                                                      |                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Total additions per financial statements                                                                                                                                             | \$ 175,952,288        |
| Addition of 2013 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts    | 2,169,617             |
| Subtraction of 2012 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts | <u>(6,912,632)</u>    |
| Total income per Form 5500                                                                                                                                                           | <u>\$ 171,209,273</u> |

### Note 7 - Subsequent Events

The Plan was amended in 2013 to allow IMI and affiliated entities to participate in the Plan and to allow participants with participant notes receivables in the IMI 401(k) Plan to rollover their entire participant account balances, including participant notes receivable, into the Plan. In conjunction with the transaction, approximately \$18 million of rollover contributions were made to the Plan in January 2014.

# Marmon Employees' Retirement Plan

## Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 36-3104690, Plan No. 333 December 31, 2013

| (a)(b)<br>Identity of Issuer | (c)<br>Description of Investment                                                    | (d)<br>Cost | (e)<br>Current Value  |
|------------------------------|-------------------------------------------------------------------------------------|-------------|-----------------------|
|                              | Mutual funds:                                                                       |             |                       |
| Vanguard                     | Vanguard Extended Market Index Fund                                                 | *           | \$ 23,260,923         |
| Vanguard                     | Vanguard Total Bond Market Index Signal                                             | *           | 1,383,798             |
| Vanguard                     | Vanguard Extended Market Index I                                                    | *           | 667,818               |
| JPMorgan                     | JPMorgan Small Cap Equity Fund - R5                                                 | *           | 39,968,629            |
| Aberdeen                     | Aberdeen Emerging Markets Institutional Fund                                        | *           | 13,376,303            |
| Dodge & Cox                  | Dodge & Cox Common Stock Fund                                                       | *           | 92,544,838            |
| PIMCO                        | PIMCO Total Return Institutional Fund                                               | *           | 90,930,010            |
| BlackRock                    | BlackRock Inflation Protected Bond Portfolio - BRS                                  | *           | 9,994,546             |
| American Funds               | American Funds Europacific Growth Fund - R6                                         | *           | 81,920,498            |
|                              | Common collective trust funds:                                                      |             |                       |
| Invesco                      | INVESCO Stable Value Trust                                                          | *           | 179,286,757           |
| Vanguard                     | Vanguard Employee Benefit Index Fund                                                | *           | 98,954,865            |
| Nuveen/SEI Trust             |                                                                                     |             |                       |
| Company                      | Winslow Large Cap Growth I Fund                                                     | *           | 101,353,223           |
| Champlain                    | Champlain Mid Cap Collective-CL I                                                   | *           | 23,534,085            |
| Participants                 | Participant notes receivable with interest rates ranging from 4.25 to 10.00 percent | -           | 8,914,829             |
|                              | Total                                                                               |             | <u>\$ 766,091,122</u> |

\* Cost information not required

# Marmon Employees' Retirement Plan

## Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 36-3104690, Plan No. 333 Year Ended December 31, 2013

|      | Participant<br>Contributions<br>Transferred Late<br>to the Plan      | Total that Constitutes Nonexempt<br>Prohibited Transactions |                                            |                                                   | Total Fully<br>Corrected<br>Under VFCP<br>and PTE<br>2002-51 |
|------|----------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------|--------------------------------------------------------------|
|      | Check Here if<br>Late Participant<br>Loan Repayments<br>are Included | Contributions<br>Not<br>Corrected                           | Contributions<br>Corrected<br>Outside VFCP | Contributions<br>Pending<br>Correction in<br>VFCP |                                                              |
| 2013 | <input checked="" type="checkbox"/>                                  | \$ 34,768                                                   | \$ -                                       | \$ -                                              | \$ -                                                         |
| 2012 | <input checked="" type="checkbox"/>                                  | -                                                           | 43                                         | -                                                 | -                                                            |

# **Marmon Employees' Retirement Plan**

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**Financial Report**  
**December 31, 2013**

# **Marmon Employees' Retirement Plan**

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| <b>Schedule of Delinquent Participant Contributions</b>          | <b>13</b>   |

## Independent Auditor's Report

To the Plan Administrator  
Marmon Employees' Retirement Plan

### **Report on the Financial Statements**

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

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditor's Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator  
Marmon Employees' Retirement Plan

***Disclaimer of Opinion***

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

***Other Matter***

The supplemental schedules of assets held at end of year as of December 31, 2013 and delinquent participant contributions for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

**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 ERISA.

*Plante & Morse, PLLC*

Elgin, Illinois  
October 2, 2014

# Marmon Employees' Retirement Plan

## Statement of Net Assets Available for Benefits

|                                                                                                                                                                    | December 31,<br>2013  | December 31,<br>2012  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Assets</b>                                                                                                                                                      |                       |                       |
| Participant-directed investments:                                                                                                                                  |                       |                       |
| Mutual funds                                                                                                                                                       | \$ 354,047,363        | \$ 318,339,205        |
| Common collective trust funds                                                                                                                                      | 403,128,930           | 350,098,771           |
| Total participant-directed investments                                                                                                                             | 757,176,293           | 668,437,976           |
| Contributions receivable:                                                                                                                                          |                       |                       |
| Employee                                                                                                                                                           | 42,254                | 322,487               |
| Employer                                                                                                                                                           | 33,334,470            | 31,650,958            |
| Total contributions receivable                                                                                                                                     | 33,376,724            | 31,973,445            |
| Participant notes receivable                                                                                                                                       | 8,914,829             | 9,019,131             |
| <b>Net Assets Reflecting All Investments at Fair Value</b>                                                                                                         | 799,467,846           | 709,430,552           |
| <b>Adjustment from Fair Value to Contract Value for Interest<br/>in Common Collective Trust Fund Relating to Fully<br/>Benefit-responsive Investment Contracts</b> | (2,169,617)           | (6,912,632)           |
| <b>Net Assets Available for Benefits</b>                                                                                                                           | <b>\$ 797,298,229</b> | <b>\$ 702,517,920</b> |

# Marmon Employees' Retirement Plan

## Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

### Additions to Net Assets

|                                                   |                    |
|---------------------------------------------------|--------------------|
| Contributions:                                    |                    |
| Employee                                          | \$ 22,984,739      |
| Employer                                          | 33,351,456         |
| Rollovers                                         | <u>1,985,748</u>   |
| Total contributions                               | 58,321,943         |
| Investment income:                                |                    |
| Interest and dividends                            | 14,391,400         |
| Net realized and unrealized gains on investments: |                    |
| Mutual funds                                      | 49,035,813         |
| Common collective trust funds                     | <u>53,797,754</u>  |
| Net realized and unrealized gains                 | <u>102,833,567</u> |
| Total investment income                           | 117,224,967        |
| Interest from participant notes receivable        | <u>405,378</u>     |
| Total additions                                   | 175,952,288        |

### Deductions from Net Assets

|                                                         |                   |
|---------------------------------------------------------|-------------------|
| Benefits paid directly to participants or beneficiaries | 79,920,096        |
| Administrative expenses                                 | <u>1,251,883</u>  |
| Total deductions                                        | <u>81,171,979</u> |

**Net Increase** 94,780,309

### Net Assets Available for Benefits

|                   |                              |
|-------------------|------------------------------|
| Beginning of year | <u>702,517,920</u>           |
| End of year       | <u><b>\$ 797,298,229</b></u> |

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description

The following description of Marmon Employees' Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering eligible employees designated by the participating employers (the "Companies"), as defined in the "Adoption and Merger Agreement". Participants are eligible to make 401(k) and after-tax contributions after 60 days of service. Participants are eligible for participating employer contributions after six months of service. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

**Contributions** - The Plan provides for employee salary 401(k) and after-tax contributions in whole percentages of eligible compensation, not to exceed, individually or in aggregate, 30 percent of compensation up to the maximum deferred limitations established by the Internal Revenue Service (IRS). The Plan also allows participants to contribute to the Plan in the form of a rollover of funds from another qualified Plan.

There were delinquent contributions of \$34,768 and \$43 during the plan year ended December 31, 2013 and 2012, respectively. The Companies corrected the 2012 contributions and lost earnings during the plan year ended December 31, 2013. The Companies corrected some of the contributions during 2013. The remaining 2013 contributions and related lost earnings will be remitted during 2014.

The Plan provides for employer-matching contributions and employer retirement contributions. The participating employers' matching contribution is made in an amount not to exceed 50 percent of the participants' contributions that are eligible for matching not to exceed 6 percent of the participants' eligible compensation. The retirement contribution, if any, is discretionary as to amount and allocated based on participant's compensation received while covered by a participating employer. The retirement contributions for 2013 were approximately \$25,900,000.

**Participant Accounts** - Each participant's account is credited with the participant's contribution, allocations of the Companies' contributions, if applicable, and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation, deferrals, transactions, or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

**Benefit Payments** - Distributions are payable upon retirement, death, disability, or termination of employment. The Plan allows 59½ and after-tax withdrawals. A participant's vested account will be paid in the form of a lump sum.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 1 - Plan Description (Continued)

**Hardship Withdrawals** - Participants may request that all or a portion of their 401(k), after-tax, and rollover contributions be distributed in the case of severe financial hardship, as defined in the plan document.

**Vesting** - Participants are immediately 100 percent vested in employee 401(k), after-tax, and rollover contributions, and any income or loss thereon. Vesting on the employer matching and retirement contribution portion of their accounts, plus actual earnings thereon, is based on years of service, as defined by the plan document. Participants vest at a rate of 20 percent for each full year of service and are 100 percent vested upon completion of five years of service.

**Forfeitures** - If a participant is not fully vested on his or her termination date, the nonvested amount of their account is forfeited. Forfeitures related to employer contributions (retirement and matching) are first used to restore the accounts of eligible participants who had breaks in service of less than five years. The remaining forfeitures are used to reduce the employer contributions or pay plan expenses. Forfeited accounts totaled approximately \$650,000 and \$860,000 as of December 31, 2013 and 2012, respectively. During 2013, approximately \$715,000 of forfeitures were used to reduce participating employers' contributions.

**Participant Notes Receivable** - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance reduced by the highest outstanding balance of notes receivable during the one-year period prior to the date the note receivable is made from the Plan at interest rates determined in accordance with the Plan. The participant notes receivable are secured by the balance in the participant's account. Repayment terms in general may not exceed four and a half years, except for the purchase of a principal residence, which may not exceed 15 years. Principal and interest are paid ratably through payroll deductions. A participant may not have more than one note receivable outstanding at any time.

**Termination** - While the plan sponsor has not expressed any intent to terminate the Plan or to discontinue its contributions to the Plan, it may do so subject to the provisions set forth in the plan document, collective bargaining agreements, and ERISA. In the event of a Plan termination, each participant becomes fully vested in the balance of his or her separate account.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies

**Investment Valuation** - The Plan's investments are stated at fair value except as noted below. The stable value common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the stable value common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The stable value common collective trust fund primarily holds synthetic guaranteed investment contracts, which hold portfolios of fixed-income securities with wrap contracts. The fair value of the fixed-income securities is valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of wrapper contracts provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee. The remaining common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

**Participant Notes Receivable** - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

**Benefit Payments** - Benefits are recorded when paid.

**Administrative Expenses** - Various administrative costs are paid by the Companies or the plan sponsor.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 2 - Summary of Significant Accounting Policies (Continued)

**Risks and Uncertainties** - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

**Subsequent Events** - The financial statements and related disclosures include evaluation of events up through and including October 2, 2014, which is the date the financial statements were available to be issued.

### Note 3 - Unaudited Information

Reliance Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments held at the end of the year are as follows:

|                                                      | 2013          | 2012          |
|------------------------------------------------------|---------------|---------------|
| Mutual funds - At fair value:                        |               |               |
| American Funds Europacific Growth Fund - R6          | \$ 81,920,498 | \$ 67,347,517 |
| JPMorgan Small Cap Equity Fund - R5                  | 39,968,629    | 27,613,201    |
| Dodge & Cox Common Stock Fund                        | 92,544,838    | 65,572,741    |
| PIMCO Total Return Institutional Fund                | 90,930,010    | 95,704,784    |
| Common collective trust funds:                       |               |               |
| INVESCO Stable Value Trust - At contract value       | 177,117,140   | 181,192,425   |
| Vanguard Employee Benefit Index Fund - At fair value | 98,954,865    | 80,619,177    |
| Winslow Large Cap Growth I Fund - At fair value      | 101,353,223   | 81,374,537    |

### Note 4 - Tax Status

The Plan has received a determination letter dated September 27, 2013 from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan has submitted an application for a new determination letter during 2013.

# Marmon Employees' Retirement Plan

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## Notes to Financial Statements December 31, 2013 and 2012

### Note 4 - Tax Status (Continued)

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

### Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

**Level 1** - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 5 - Fair Value Measurements (Continued)

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

|                                | Level 1               | Level 2               | Level 3     | Balance at<br>December 31,<br>2013 |
|--------------------------------|-----------------------|-----------------------|-------------|------------------------------------|
| Mutual funds:                  |                       |                       |             |                                    |
| Equity investments             | \$ 251,739,009        | \$ -                  | \$ -        | \$ 251,739,009                     |
| Fixed-income investments       | 102,308,354           | -                     | -           | 102,308,354                        |
| Common collective trust funds: |                       |                       |             |                                    |
| Equity investments (a)         | -                     | 223,842,173           | -           | 223,842,173                        |
| Stable value investment (b)    | -                     | 179,286,757           | -           | 179,286,757                        |
| Total                          | <u>\$ 354,047,363</u> | <u>\$ 403,128,930</u> | <u>\$ -</u> | <u>\$ 757,176,293</u>              |

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

|                                | Level 1               | Level 2               | Level 3     | Balance at<br>December 31,<br>2012 |
|--------------------------------|-----------------------|-----------------------|-------------|------------------------------------|
| Mutual funds:                  |                       |                       |             |                                    |
| Equity investments             | \$ 204,887,751        | \$ -                  | \$ -        | \$ 204,887,751                     |
| Fixed-income investments       | 113,451,454           | -                     | -           | 113,451,454                        |
| Common collective trust funds: |                       |                       |             |                                    |
| Equity investments (a)         | -                     | 161,993,714           | -           | 161,993,714                        |
| Stable value investment (b)    | -                     | 188,105,057           | -           | 188,105,057                        |
| Total                          | <u>\$ 318,339,205</u> | <u>\$ 350,098,771</u> | <u>\$ -</u> | <u>\$ 668,437,976</u>              |

- (a) The common collective trust funds invest primarily in equity securities which may include common stocks, options, and futures. There were no unfunded commitments or redemption restrictions on these investments at December 31, 2013 and 2012.
- (b) The common collective trust fund invests primarily in investment contracts made up of debt securities or units of collective trust funds issued by insurance companies, banks, or other financial institutions. There were no unfunded commitments or redemption restrictions on this investment at December 31, 2013 and 2012.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2013.

The Plan also holds other assets not measured at fair value on a recurring basis, including employee and employer contributions receivable. The fair value of these assets approximates the carrying amounts in the accompanying financial statements due to the short maturity of the instruments.

# Marmon Employees' Retirement Plan

## Notes to Financial Statements December 31, 2013 and 2012

### Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

|                                                                                                                                                         | <u>2013</u>           | <u>2012</u>           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements                                                                                          | \$ 797,298,229        | \$ 702,517,920        |
| Add adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts | <u>2,169,617</u>      | <u>6,912,632</u>      |
| Net assets available for benefits per Form 5500                                                                                                         | <u>\$ 799,467,846</u> | <u>\$ 709,430,552</u> |

The following is a reconciliation of total additions per the financial statements to Form 5500 for the year ended December 31, 2013:

|                                                                                                                                                                                      |                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Total additions per financial statements                                                                                                                                             | \$ 175,952,288        |
| Addition of 2013 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts    | 2,169,617             |
| Subtraction of 2012 appreciation adjustment from contract value to fair value for interest in common collective trust fund relating to fully benefit-responsive investment contracts | <u>(6,912,632)</u>    |
| Total income per Form 5500                                                                                                                                                           | <u>\$ 171,209,273</u> |

### Note 7 - Subsequent Events

The Plan was amended in 2013 to allow IMI and affiliated entities to participate in the Plan and to allow participants with participant notes receivables in the IMI 401(k) Plan to rollover their entire participant account balances, including participant notes receivable, into the Plan. In conjunction with the transaction, approximately \$18 million of rollover contributions were made to the Plan in January 2014.

# Marmon Employees' Retirement Plan

## Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 36-3104690, Plan No. 333 December 31, 2013

| (a)(b)<br>Identity of Issuer | (c)<br>Description of Investment                                                    | (d)<br>Cost | (e)<br>Current Value  |
|------------------------------|-------------------------------------------------------------------------------------|-------------|-----------------------|
|                              | Mutual funds:                                                                       |             |                       |
| Vanguard                     | Vanguard Extended Market Index Fund                                                 | *           | \$ 23,260,923         |
| Vanguard                     | Vanguard Total Bond Market Index Signal                                             | *           | 1,383,798             |
| Vanguard                     | Vanguard Extended Market Index I                                                    | *           | 667,818               |
| JPMorgan                     | JPMorgan Small Cap Equity Fund - R5                                                 | *           | 39,968,629            |
| Aberdeen                     | Aberdeen Emerging Markets Institutional Fund                                        | *           | 13,376,303            |
| Dodge & Cox                  | Dodge & Cox Common Stock Fund                                                       | *           | 92,544,838            |
| PIMCO                        | PIMCO Total Return Institutional Fund                                               | *           | 90,930,010            |
| BlackRock                    | BlackRock Inflation Protected Bond Portfolio - BRS                                  | *           | 9,994,546             |
| American Funds               | American Funds Europacific Growth Fund - R6                                         | *           | 81,920,498            |
|                              | Common collective trust funds:                                                      |             |                       |
| Invesco                      | INVESCO Stable Value Trust                                                          | *           | 179,286,757           |
| Vanguard                     | Vanguard Employee Benefit Index Fund                                                | *           | 98,954,865            |
| Nuveen/SEI Trust             |                                                                                     |             |                       |
| Company                      | Winslow Large Cap Growth I Fund                                                     | *           | 101,353,223           |
| Champlain                    | Champlain Mid Cap Collective-CL I                                                   | *           | 23,534,085            |
| Participants                 | Participant notes receivable with interest rates ranging from 4.25 to 10.00 percent | -           | 8,914,829             |
|                              | Total                                                                               |             | <u>\$ 766,091,122</u> |

\* Cost information not required

# Marmon Employees' Retirement Plan

## Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 36-3104690, Plan No. 333 Year Ended December 31, 2013

|      | Participant<br>Contributions<br>Transferred Late<br>to the Plan      | Total that Constitutes Nonexempt<br>Prohibited Transactions |                                            |                                                   | Total Fully<br>Corrected<br>Under VFCP<br>and PTE<br>2002-51 |
|------|----------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------|--------------------------------------------------------------|
|      | Check Here if<br>Late Participant<br>Loan Repayments<br>are Included | Contributions<br>Not<br>Corrected                           | Contributions<br>Corrected<br>Outside VFCP | Contributions<br>Pending<br>Correction in<br>VFCP |                                                              |
| 2013 | <input checked="" type="checkbox"/>                                  | \$ 34,768                                                   | \$ -                                       | \$ -                                              | \$ -                                                         |
| 2012 | <input checked="" type="checkbox"/>                                  | -                                                           | 43                                         | -                                                 | -                                                            |

# Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in completing the Form 5500 Schedule C<sup>1</sup> by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

**Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.**

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

**Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.**

\*\*\*\*\*

**Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan’s service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.**

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<sup>1</sup> Please refer to the Schedule C of the Form 5500 and its instructions (available at: <http://www.dol.gov/ebsa/5500main.html>), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

**FORM 5500 SCHEDULE C REPORT**  
**SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION**

**MARMON EMPLOYEES' RETIREMENT PLAN (001442)**

**EIN #: 36-3104690**

**Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.**

**For use with lines 2(h), 3(c), 3(d), 3(e)**

**Total Direct Compensation Paid**

**\$1,251,883.10**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

**Recipient: MassMutual Retirement Services, LLC EIN: 26-1589907**

**Service Codes: 15, 37, 38, 49, 59, 60, 61, 63, 64, 65, 72, 99, 50 (if direct compensation amount reflected below)**

**Direct Compensation**

**\$990,790.45**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to MassMutual Retirement Services, LLC ("MMRS") are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

**Indirect Compensation**

**Non Monetary Compensation**

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

**Compensation paid with respect to Funds**

| <i>Investment Option Name</i>  | <i>EIN</i> | <i>Rate of Fees and Payments Received<br/>By MassMutual with Respect to the Fund*</i><br><i>(rates as of 12/31/2013)</i> | <i>Total Fund Annual<br/>Operating Expenses<br/>(Fund Expense Ratio)<br/>(as of 12/31/2013)</i> |
|--------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| ABERDEEN EMERGING MARKETS INST | 51-0368279 | \$16/participant                                                                                                         | 1.10%                                                                                           |
| AMERICAN FUNDS EUROPACIFIC-R6  | 95-1411037 | \$16/participant                                                                                                         | 0.50%                                                                                           |

| <i>Investment Option Name</i>    | <i>EIN</i> | <i>Rate of Fees and Payments Received<br/>By MassMutual with Respect to the Fund*</i><br>(rates as of 12/31/2013) | <i>Total Fund Annual<br/>Operating Expenses<br/>(Fund Expense Ratio)<br/>(as of 12/31/2013)</i> |
|----------------------------------|------------|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| AMERICAN FUNDS GROWTH FUND-R6    | 52-0792143 | \$16/participant                                                                                                  | 0.34%                                                                                           |
| BLACKROCK INFL PRO BOND PORT-BRS | 13-3806694 | \$16/participant                                                                                                  | 0.48%                                                                                           |
| CHAMPLAIN MID CAP COLLECTIVE-CL1 | 23-2177800 | \$16/participant                                                                                                  | 0.00%                                                                                           |
| CRM MID CAP VAL INST             | 13-3442768 | 0.10% x assets                                                                                                    | 0.82%                                                                                           |
| DODGE AND COX STOCK FUND         | 94-6067274 | 0.10% x assets                                                                                                    | 0.52%                                                                                           |
| INVESCO STABLE VAL TR            | 84-1251725 | 0.10% x assets                                                                                                    | 0.00%                                                                                           |
| INVESCO STABLE VALUE TRUST       | 84-1251725 | 0.09% x assets                                                                                                    | 0.41%                                                                                           |
| JPMORGAN SMALL CAP EQUITY-R5     | 33-1043149 | 0.10% x assets                                                                                                    | 0.95%                                                                                           |
| PIMCO TOTAL RETURN INSTL         | 33-0629048 | 0.10% x assets                                                                                                    | 0.46%                                                                                           |
| VANGUARD EMPLOYEE BENEFIT INDEX  | 23-1999755 | 0.10% x assets                                                                                                    | 0.05%                                                                                           |
| VANGUARD EXTENDED MRKT IDX INST  | 23-1999755 | 0.10% x assets                                                                                                    | 0.12%                                                                                           |
| VANGUARD TOT BD MKT INDEX SIGNAL | 23-1945930 | 0.10% x assets                                                                                                    | 0.10%                                                                                           |
| VANGUARD TOT INT'L STOCK INX-SIG | 23-1945930 | 0.10% x assets                                                                                                    | 0.16%                                                                                           |
| WINSLOW LARGE CAP GROWTH-I       | 36-3817266 | 0.10% x assets                                                                                                    | 0.55%                                                                                           |

The list includes any investment option held by the plan on at least one month end during the 2013 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

\* Please note that Hartford Securities Distribution Company, Inc., received the sales compensation (12b-1 fees) portion of this amount. After compensating the plan's broker-dealer firm, if applicable, any residual amount is paid to MassMutual Retirement Services, LLC ("MMRS") or its affiliate.

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**Recipient: Other    EIN: 99-9999999**

**Service Codes:**

Please contact your Service Provider for the list of applicable services performed and Service Codes.

**Direct Compensation**

**\$261,092.65**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

**Indirect Compensation**

**\$0.00**

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

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**Recipient: Reliance Trust Company    EIN: 58-1428634**

*Indirect Compensation*

**Custodial/Trust service fee** **\$35,149.15**  
**Service Codes: 19, 25, 99**

Payors: Massachusetts Mutual Life Insurance Company    EIN: 04-1590850  
MassMutual Retirement Services, LLC    EIN: 26-1589907

This is an estimate based on multiplying actual 2013 month end assets by 0.005%/12 and then summing the results.

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**Recipient: Mesirow Financial Investment Management, Inc.    EIN: 36-3429599**

*Indirect Compensation*

**Annual platform package fee ("Model My Goals")** **\$21.66**  
**Service code: 49**

Payor: Massachusetts Mutual Life Insurance Company    EIN: 04-1590850

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.

## Direct Revenue Detail

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**Recipient:** *MassMutual Retirement Services, LLC*

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| <b><u>Fee Description</u></b>         | <b><u>Dollar Amount</u></b> |
|---------------------------------------|-----------------------------|
| Loan Set-up Fee                       | \$61,000                    |
| Recordkeeping Fee                     | \$482,897.79                |
| One-Time Distribution Fee             | \$18,978.30                 |
| Holding Account: Collective Trust Fee | \$1,296.26                  |
| Ad-Hoc Fee:                           | \$21,267.00                 |
| Collective Trust Fee                  | \$405,351.10                |
| <b>Total Direct Revenue:</b>          | <b>\$990,790.45</b>         |

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**Recipient:** *Other*

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| <b><u>Fee Description</u></b> | <b><u>Dollar Amount</u></b> |
|-------------------------------|-----------------------------|
| Conversion Fee                | \$261,092.65                |
| <b>Total Direct Revenue:</b>  | <b>\$261,092.65</b>         |

**Grand Total Direct Fees:** **\$1,251,883.10**