

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan MEI ASSOCIATE RETIREMENT PLAN	1b Three-digit plan number (PN) ▶	001
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) MEI, INC. 1301 WILSON DRIVE WEST CHESTER, PA 19380	1c Effective date of plan 06/19/2006	2b Employer Identification Number (EIN) 22-2854526
	2c Sponsor's telephone number 610-430-2742	2d Business code (see instructions) 334410

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

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

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

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address MEI COMPENSATION AND BENEFITS COMMITTEE		3b Administrator's EIN 22-2854526
		3c Administrator's telephone number 610-430-2742
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 275
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 227
b Retired or separated participants receiving benefits		6b 1
c Other retired or separated participants entitled to future benefits		6c 62
d Subtotal. Add lines 6a , 6b , and 6c		6d 290
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 290
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 289
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan MEI ASSOCIATE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MEI, INC.	D Employer Identification Number (EIN) 22-2854526

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52	NONE	3145	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	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.	
FIDELITY INVESTMENTS 04-2647786	25 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

► **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning	01/01/2013	and ending	12/31/2013
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A Name of plan
MEI ASSOCIATE RETIREMENT PLAN

B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MEI, INC.

D Employer Identification Number (EIN)
22-2854526

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD RETIREMENT SAVINGS TRUST**

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 23-2186884-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3455527
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan MEI ASSOCIATE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MEI, INC.	D Employer Identification Number (EIN) 22-2854526	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	7916	119249
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	639895	577027
(9) Value of interest in common/collective trusts	1c(9)	3878850	3455527
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	42649978	55768719
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	47176639	59920522

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	47176639	59920522
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2591090	
(B) Participants	2a(1)(B)	2274190	
(C) Others (including rollovers)	2a(1)(C)	21964	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4887244
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	28264	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		28264
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1274481	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1274481
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		57034
(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)		7745528
c Other income	2c		11196
d Total income. Add all income amounts in column (b) and enter total	2d		14003747

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1230284	
(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)		1230284
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		27285
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2295	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2295
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1259864

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12743883
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: GOLD GERSTEIN GROUP LLC

(2) EIN: 26-3584493

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>MEI ASSOCIATE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEI, INC.</u>	D Employer Identification Number (EIN) <u>22-2854526</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MEI Associate Retirement Plan

**Financial Statements
Supplementary Information and
Independent Auditor's Report**

Years ended December 31, 2013 and 2012

MEI Associate Retirement Plan

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INDEPENDENT AUDITOR'S REPORT

Compensation & Benefits Committee
MEI Associate Retirement Plan
Malvern, Pennsylvania

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, 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 executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As disclosed in Note 10, MEI, Inc., the Plan sponsor, was sold in December 2013. As a result of its sale, the Plan will be merged with, and participant accounts will be transferred to the trustee of, an existing plan controlled by the acquiring company. The merger of the plans is expected to be effective December 31, 2014.

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets Held At End of Year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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


Voorhees, NJ
October 1, 2014

MEI Associate Retirement Plan

Statements of Net Assets Available for Benefits

December 31,	2013	2012
Assets		
Investments at fair value	\$ <u>59,224,246</u>	\$ <u>46,528,828</u>
Receivables:		
Notes receivable from participants	604,312	639,895
Employer contributions	2,676	7,916
Corrective employer contributions	<u>116,573</u>	<u>-</u>
Total receivables	<u>723,561</u>	<u>647,811</u>
Total assets	59,947,807	47,176,639
Liabilities		
	<u>-</u>	<u>-</u>
Net assets available for benefits	\$ <u>59,947,807</u>	\$ <u>47,176,639</u>

See notes to financial statements

MEI Associate Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,	2013
Additions:	
Investment activity:	
Net appreciation in fair value of investments	\$ 7,745,528
Interest and dividend income - mutual funds	1,274,481
Interest income - common/collective trust	<u>57,034</u>
	<u>9,077,043</u>
Interest income on notes receivable from participants	<u>28,264</u>
Contributions:	
Employer	2,474,517
Participants	2,274,190
Corrective employer contributions	116,573
Participant rollovers	<u>21,964</u>
	<u>4,887,244</u>
Other additions	<u>11,196</u>
Total Additions	<u>14,003,747</u>
Deductions:	
Benefits paid to participants	1,230,284
Administrative expenses	<u>2,295</u>
Total Deductions	<u>1,232,579</u>
Net increase	12,771,168
Net assets available for benefits:	
Beginning of year	<u>47,176,639</u>
End of year	\$ <u><u>59,947,807</u></u>

See notes to financial statements

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan:

The following description of the MEI Associate Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of MEI, Inc. (the "Company"). Participation in the Plan is immediate with automatic employee contributions on or about the third pay period.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each pay period, participants may contribute up to 75% of eligible compensation, as defined by the Plan. Participants may elect to contribute a portion of their current pay to a salary deferral account on a pre-tax basis. The Plan also permits Roth elective deferral contributions, which are made on an after-tax basis. There is no age requirement for purposes of pre-tax and after-tax contributions. Participants who have attained age 50 before the end of the Plan year are also eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds and a common/collective trust as investments options for participants.

Participants are also eligible for matching and Company contributions after they have attained age 21 and completed one year of service. Once eligible, the Company will make matching contributions each pay period equal to 100% of pre-tax and Roth contributions, up to 6% of the participant's eligible earnings. Once eligible, the Company will also make Company contributions each pay period equal to 6% of the participant's eligible compensation.

Other contributions may be necessary to correct operational defects. Corrective contributions receivable of \$116,573 at December 31, 2013 reflect amounts due to reinstate participant accounts for amounts improperly forfeited, including lost earnings.

Contributions are subject to certain Internal Revenue Service (IRS) limitations.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan (Continued):

Participant accounts

Each participant's account is credited with the participant's elective contributions, Company contributions, and matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions (including rollover contributions) and matching contributions plus earnings thereon. Participants will become 100% vested in Company contribution amounts after they have completed 3 years of service.

Notes receivable from participants

Participants may borrow from their account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance (taking into account amounts not available for loans, such as any after-tax contributions and after-tax rollover contributions). Loans must be fully repaid through payroll deductions within 5 years, unless the loan is used to acquire a principal residence, in which case the repayment period may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing market rates. No more than two loans may be outstanding to a participant at any one time. Interest rates range from 4.25% to 9.25%.

Payment of benefits

On termination of service for any reason (retirement, termination, disability or death), participants may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or, if the vested interest exceeds \$5,000, installment payment options.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan (Continued):

Payment of benefits (continued)

Additionally, if the vested account balance exceeds \$5,000, the participant may choose to receive either a) a lump sum payment of the after-tax contribution account with the remaining account balance paid in one of the Plan's installment options, or b) a partial lump sum payment of the account balance and leave the remaining balance in the Plan until a later date. Account balances not in excess of \$1,000 will automatically receive a lump sum payment, unless a direct rollover is elected by the participant. If the account balance is at least \$1,000 but does not exceed \$5,000, the account balance will be rolled into an IRA designated by the Plan administrator, unless a cash payment or other direct rollover is elected by the participant.

Forfeited accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$11,196 and \$23,219, respectively. Forfeitures will be used to reduce future Company contributions. Forfeitures applied for the years ended December 31, 2013 and 2012 were \$33,763 and \$60,710, respectively.

Note 2. Summary of Significant Accounting Policies:

Basis of accounting

The financial statements are prepared under the accrual method of accounting.

Recently adopted accounting standards

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in the update clarify the requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term "Fair Value".

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 2. Summary of Significant Accounting Policies (Continued):

Recently adopted accounting standards (continued)

ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. Adoption of this standard did not have a material impact on the financial statements of the Plan.

Use of estimates

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

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Plan management determines the Plan's valuation policies utilizing information provided by the trustee. See Note 5 for discussion of fair value measurements.

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

Notes receivable from participants

Notes receivable from participants are reported at their unpaid principal balances. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 2. Summary of Significant Accounting Policies (Continued):

Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Note 3. Investments (Unaudited):

The following table presents investments that represent 5% or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
T. Rowe Price Mid-Cap Growth Fund, Retail Class	\$3,060,288	\$2,476,244
Vanguard 500 Index Fund, Investor Shares	5,375,677	2,752,097
Vanguard Emerging Markets Stock Index Fund, Investor Shares	*	2,947,657
Vanguard Extended Market Index Fund, Investor Shares	4,051,112	*
Vanguard Target Retirement 2020 Fund	3,653,507	2,874,934
Vanguard Target Retirement 2025 Fund	7,404,277	6,077,258
Vanguard Target Retirement 2030 Fund	6,093,123	3,433,281
Vanguard Target Retirement 2035 Fund	3,573,626	2,517,831
Vanguard Retirement Savings Trust	3,455,527	3,878,850

* Investment represents less than 5% of the Plan's net assets

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 4. Information Prepared and Certified by the Trustee (Unaudited):

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified as complete and accurate by the trustee:

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Mutual funds	\$55,768,719	\$42,649,978
Common/collective trust	3,455,527	3,878,850
Notes receivable from participants	604,312	639,895
Net appreciation in fair value of investments	7,745,528	
Interest and dividend income - mutual funds	1,274,481	
Interest income—common/collective trust	57,034	
Interest income—notes receivable from participants	28,264	

Note 5. Fair value measurements:

The fair value measurement accounting literature establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs). The fair value hierarchy is as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 5. Fair value measurements (Continued):

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Mutual funds:

The mutual funds are valued at the quoted net asset values (NAV) of the shares held by the Plan at year end.

*Common /
collective trust:*

The Vanguard Retirement Savings Trust is valued at the net asset value of units held by the Plan in the trust at year end. 100% of the trust's investments are in a master trust and are valued at the unit (contract) value of the master trust (i.e., \$1.00). Contract value of the master trust approximates fair value.

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

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 5. Fair value measurements (Continued):

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

Assets at Fair Value as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Short-term reserves	\$ 11,196	\$ -	\$ -	\$ 11,196
Bond funds	3,785,478	-	-	3,785,478
Balanced funds	27,388,672	-	-	27,388,672
Domestic stock funds	18,859,962	-	-	18,859,962
International stock funds	<u>5,723,411</u>	<u>-</u>	<u>-</u>	<u>5,723,411</u>
Total mutual funds	55,768,719	-	-	55,768,719
Common/collective trust	<u>-</u>	<u>3,455,527</u>	<u>-</u>	<u>3,455,527</u>
Total Assets at Fair Value	<u>\$55,768,719</u>	<u>\$ 3,455,527</u>	<u>\$ -</u>	<u>\$59,224,246</u>

Assets at Fair Value as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Short-term reserves	\$ 23,219	\$ -	\$ -	\$ 23,219
Bond funds	4,874,807	-	-	4,874,807
Balanced funds	20,224,178	-	-	20,224,178
Domestic stock funds	11,525,916	-	-	11,525,916
International stock funds	<u>6,001,858</u>	<u>-</u>	<u>-</u>	<u>6,001,858</u>
Total mutual funds	42,649,978	-	-	42,649,978
Common/collective trust	<u>-</u>	<u>3,878,850</u>	<u>-</u>	<u>3,878,850</u>
Total Assets at Fair Value	<u>\$42,649,978</u>	<u>\$ 3,878,850</u>	<u>\$ -</u>	<u>\$46,528,828</u>

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 6. Related Party Transactions and Party-in-Interest Transactions:

Certain Plan investments are shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company (VFTC). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions.

Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

Fees paid by the Plan for administrative services amounted to \$2,295 for the year ended December 31, 2013.

All of these party-in-interest transaction are exempt from the prohibited transaction rules under ERISA.

Note 7. Risks and uncertainties:

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

Note 8. Tax status:

The Plan obtained its latest determination letter on February 8, 2013, in which the IRS stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code (IRC). There have been no amendments to the Plan since the date of the determination letter. Therefore, no provision for income taxes has been made in the financial statements.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 8. Tax status (Continued):

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

Note 9. Reconciliation of Financial Statements to Schedule H of Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial Statements	\$59,947,807	\$47,176,639
Less: deemed distribution of participant loan	<u>(27,285)</u>	<u>-</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$59,920,522</u>	<u>\$47,176,639</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to Schedule H of Form 5500:

Deemed distribution of participant loan per financial statements	\$ -
Plus: Deemed distribution of participant loan	<u>27,285</u>
Deemed distribution of participant loan per Schedule H of Form 5500	<u>27,285</u>

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 10. Plan Merger:

MEI, Inc., the Plan sponsor, was sold on December 11, 2013. Following the sale, contributions have continued under the Plan on behalf of eligible participants. As a result of its sale, the Plan will be merged with, and participant accounts will be transferred to the trustee of, an existing plan controlled by the acquiring company, Crane Co. The merger of the plans is expected to be effective December 31, 2014, and the transfer of participant accounts is expected to occur shortly thereafter. Following the merger, (i) no further contributions will be made under the Plan, (ii) existing balances will continue to vest under the Plan's vesting schedule, and (iii) employees of the Company will begin accruing benefits in accordance with the terms of the Crane Co. plan.

Note 11. Subsequent events:

Subsequent events were evaluated through October 1, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

MEI Associate Retirement Plan

**Schedule H, Line 4i
Schedule of Assets Held at End of Year
EIN 22-2854526 (001)**

December 31,			2013
(a)	(b)	(c)	(e)
	Identity of issuer, borrower lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	American Century Growth Fund, Investor Class	Registered Investment Company	\$ 586,769
*	Fidelity Equity-Income Fund	Registered Investment Company	501,539
*	JP Morgan MidCap Value Fund, Select Shares	Registered Investment Company	351,134
*	PIMCO Total Return Fund, Administrative Class	Registered Investment Company	817,121
*	Perkins Mid Cap Value Fund	Registered Investment Company	60,969
*	T. Rowe Price International Stock Fund, Retail Class	Registered Investment Company	264,092
*	T.Rowe Price Mid-Cap Growth Fund, Retail Class	Registered Investment Company	3,060,288
*	Vanguard 500 Index Fund, Investor Shares	Registered Investment Company	5,375,677
*	Vanguard Balanced Index Fund, Investor Shares	Registered Investment Company	210,133
*	Vanguard Developed Markets Index Fund	Registered Investment Company	1,698,775
*	Vanguard Emerging Markets Stock Index Fund, Investor Shares	Registered Investment Company	2,248,849
*	Vanguard Extended Market Index Fund, Investor Shares	Registered Investment Company	4,051,112
*	Vanguard Inflation-Protected Securities Fund, Investor Shares	Registered Investment Company	801,366
*	Vanguard International Growth Fund, Investor Shares	Registered Investment Company	1,511,695
*	Vanguard LifeStrategy Conservative Growth Fund	Registered Investment Company	183,041
*	Vanguard LifeStrategy Growth Fund	Registered Investment Company	459,750
*	Vanguard LifeStrategy Moderate Growth Fund	Registered Investment Company	201,655
*	Vanguard Morgan Growth Fund, Investor Shares	Registered Investment Company	1,056,999
*	Vanguard Prime Money Market Fund	Registered Investment Company	11,196
*	Vanguard Strategic Equity Fund	Registered Investment Company	2,273,267
*	Vanguard Target Retirement 2010 Fund	Registered Investment Company	217,125
*	Vanguard Target Retirement 2015 Fund	Registered Investment Company	1,953,867
*	Vanguard Target Retirement 2020 Fund	Registered Investment Company	3,653,507
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	7,404,277
*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	6,093,123
*	Vanguard Target Retirement 2035 Fund	Registered Investment Company	3,573,626
*	Vanguard Target Retirement 2040 Fund	Registered Investment Company	1,712,793
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	771,382
*	Vanguard Target Retirement 2050 Fund	Registered Investment Company	840,919
*	Vanguard Target Retirement 2055 Fund	Registered Investment Company	30,512
*	Vanguard Target Retirement Income Fund	Registered Investment Company	82,962
*	Vanguard Total Bond Market Index Fund, Investor Shares	Registered Investment Company	2,166,991
*	Vanguard Windsor II Fund, Investor Shares	Registered Investment Company	1,542,208
*	Vanguard Retirement Savings Trust	Common/Collective Trust	3,455,527
*	Loan Fund **	4.25% - 9.25%	604,312
		Total	\$ 59,828,558

See independent auditor's report

The above information has been certified by Vanguard Fiduciary Trust Company, the Plan's trustee, as complete and accurate.

* A party-in-interest as defined by ERISA.

** Inclusive of outstanding deemed distributions

MEI Associate Retirement Plan

**Financial Statements
Supplementary Information and
Independent Auditor's Report**

Years ended December 31, 2013 and 2012

MEI Associate Retirement Plan

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INDEPENDENT AUDITOR'S REPORT

Compensation & Benefits Committee
MEI Associate Retirement Plan
Malvern, Pennsylvania

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, 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 executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As disclosed in Note 10, MEI, Inc., the Plan sponsor, was sold in December 2013. As a result of its sale, the Plan will be merged with, and participant accounts will be transferred to the trustee of, an existing plan controlled by the acquiring company. The merger of the plans is expected to be effective December 31, 2014.

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets Held At End of Year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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


Voorhees, NJ
October 1, 2014

MEI Associate Retirement Plan

Statements of Net Assets Available for Benefits

December 31,	2013	2012
Assets		
Investments at fair value	\$ <u>59,224,246</u>	\$ <u>46,528,828</u>
Receivables:		
Notes receivable from participants	604,312	639,895
Employer contributions	2,676	7,916
Corrective employer contributions	<u>116,573</u>	<u>-</u>
Total receivables	<u>723,561</u>	<u>647,811</u>
Total assets	59,947,807	47,176,639
Liabilities		
	<u>-</u>	<u>-</u>
Net assets available for benefits	\$ <u>59,947,807</u>	\$ <u>47,176,639</u>

See notes to financial statements

MEI Associate Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,	2013
Additions:	
Investment activity:	
Net appreciation in fair value of investments	\$ 7,745,528
Interest and dividend income - mutual funds	1,274,481
Interest income - common/collective trust	<u>57,034</u>
	<u>9,077,043</u>
Interest income on notes receivable from participants	<u>28,264</u>
Contributions:	
Employer	2,474,517
Participants	2,274,190
Corrective employer contributions	116,573
Participant rollovers	<u>21,964</u>
	<u>4,887,244</u>
Other additions	<u>11,196</u>
Total Additions	<u>14,003,747</u>
Deductions:	
Benefits paid to participants	1,230,284
Administrative expenses	<u>2,295</u>
Total Deductions	<u>1,232,579</u>
Net increase	12,771,168
Net assets available for benefits:	
Beginning of year	<u>47,176,639</u>
End of year	\$ <u><u>59,947,807</u></u>

See notes to financial statements

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan:

The following description of the MEI Associate Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of MEI, Inc. (the "Company"). Participation in the Plan is immediate with automatic employee contributions on or about the third pay period.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each pay period, participants may contribute up to 75% of eligible compensation, as defined by the Plan. Participants may elect to contribute a portion of their current pay to a salary deferral account on a pre-tax basis. The Plan also permits Roth elective deferral contributions, which are made on an after-tax basis. There is no age requirement for purposes of pre-tax and after-tax contributions. Participants who have attained age 50 before the end of the Plan year are also eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds and a common/collective trust as investments options for participants.

Participants are also eligible for matching and Company contributions after they have attained age 21 and completed one year of service. Once eligible, the Company will make matching contributions each pay period equal to 100% of pre-tax and Roth contributions, up to 6% of the participant's eligible earnings. Once eligible, the Company will also make Company contributions each pay period equal to 6% of the participant's eligible compensation.

Other contributions may be necessary to correct operational defects. Corrective contributions receivable of \$116,573 at December 31, 2013 reflect amounts due to reinstate participant accounts for amounts improperly forfeited, including lost earnings.

Contributions are subject to certain Internal Revenue Service (IRS) limitations.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan (Continued):

Participant accounts

Each participant's account is credited with the participant's elective contributions, Company contributions, and matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions (including rollover contributions) and matching contributions plus earnings thereon. Participants will become 100% vested in Company contribution amounts after they have completed 3 years of service.

Notes receivable from participants

Participants may borrow from their account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance (taking into account amounts not available for loans, such as any after-tax contributions and after-tax rollover contributions). Loans must be fully repaid through payroll deductions within 5 years, unless the loan is used to acquire a principal residence, in which case the repayment period may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing market rates. No more than two loans may be outstanding to a participant at any one time. Interest rates range from 4.25% to 9.25%.

Payment of benefits

On termination of service for any reason (retirement, termination, disability or death), participants may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or, if the vested interest exceeds \$5,000, installment payment options.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan (Continued):

Payment of benefits (continued)

Additionally, if the vested account balance exceeds \$5,000, the participant may choose to receive either a) a lump sum payment of the after-tax contribution account with the remaining account balance paid in one of the Plan's installment options, or b) a partial lump sum payment of the account balance and leave the remaining balance in the Plan until a later date. Account balances not in excess of \$1,000 will automatically receive a lump sum payment, unless a direct rollover is elected by the participant. If the account balance is at least \$1,000 but does not exceed \$5,000, the account balance will be rolled into an IRA designated by the Plan administrator, unless a cash payment or other direct rollover is elected by the participant.

Forfeited accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$11,196 and \$23,219, respectively. Forfeitures will be used to reduce future Company contributions. Forfeitures applied for the years ended December 31, 2013 and 2012 were \$33,763 and \$60,710, respectively.

Note 2. Summary of Significant Accounting Policies:

Basis of accounting

The financial statements are prepared under the accrual method of accounting.

Recently adopted accounting standards

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in the update clarify the requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term "Fair Value".

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 2. Summary of Significant Accounting Policies (Continued):

Recently adopted accounting standards (continued)

ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. Adoption of this standard did not have a material impact on the financial statements of the Plan.

Use of estimates

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

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Plan management determines the Plan's valuation policies utilizing information provided by the trustee. See Note 5 for discussion of fair value measurements.

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

Notes receivable from participants

Notes receivable from participants are reported at their unpaid principal balances. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 2. Summary of Significant Accounting Policies (Continued):

Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Note 3. Investments (Unaudited):

The following table presents investments that represent 5% or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
T. Rowe Price Mid-Cap Growth Fund, Retail Class	\$3,060,288	\$2,476,244
Vanguard 500 Index Fund, Investor Shares	5,375,677	2,752,097
Vanguard Emerging Markets Stock Index Fund, Investor Shares	*	2,947,657
Vanguard Extended Market Index Fund, Investor Shares	4,051,112	*
Vanguard Target Retirement 2020 Fund	3,653,507	2,874,934
Vanguard Target Retirement 2025 Fund	7,404,277	6,077,258
Vanguard Target Retirement 2030 Fund	6,093,123	3,433,281
Vanguard Target Retirement 2035 Fund	3,573,626	2,517,831
Vanguard Retirement Savings Trust	3,455,527	3,878,850

* Investment represents less than 5% of the Plan's net assets

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 4. Information Prepared and Certified by the Trustee (Unaudited):

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified as complete and accurate by the trustee:

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Mutual funds	\$55,768,719	\$42,649,978
Common/collective trust	3,455,527	3,878,850
Notes receivable from participants	604,312	639,895
Net appreciation in fair value of investments	7,745,528	
Interest and dividend income - mutual funds	1,274,481	
Interest income—common/collective trust	57,034	
Interest income—notes receivable from participants	28,264	

Note 5. Fair value measurements:

The fair value measurement accounting literature establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs). The fair value hierarchy is as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 5. Fair value measurements (Continued):

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Mutual funds:

The mutual funds are valued at the quoted net asset values (NAV) of the shares held by the Plan at year end.

*Common /
collective trust:*

The Vanguard Retirement Savings Trust is valued at the net asset value of units held by the Plan in the trust at year end. 100% of the trust's investments are in a master trust and are valued at the unit (contract) value of the master trust (i.e., \$1.00). Contract value of the master trust approximates fair value.

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

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 5. Fair value measurements (Continued):

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

Assets at Fair Value as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Short-term reserves	\$ 11,196	\$ -	\$ -	\$ 11,196
Bond funds	3,785,478	-	-	3,785,478
Balanced funds	27,388,672	-	-	27,388,672
Domestic stock funds	18,859,962	-	-	18,859,962
International stock funds	<u>5,723,411</u>	<u>-</u>	<u>-</u>	<u>5,723,411</u>
Total mutual funds	55,768,719	-	-	55,768,719
Common/collective trust	<u>-</u>	<u>3,455,527</u>	<u>-</u>	<u>3,455,527</u>
Total Assets at Fair Value	<u>\$55,768,719</u>	<u>\$ 3,455,527</u>	<u>\$ -</u>	<u>\$59,224,246</u>

Assets at Fair Value as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Short-term reserves	\$ 23,219	\$ -	\$ -	\$ 23,219
Bond funds	4,874,807	-	-	4,874,807
Balanced funds	20,224,178	-	-	20,224,178
Domestic stock funds	11,525,916	-	-	11,525,916
International stock funds	<u>6,001,858</u>	<u>-</u>	<u>-</u>	<u>6,001,858</u>
Total mutual funds	42,649,978	-	-	42,649,978
Common/collective trust	<u>-</u>	<u>3,878,850</u>	<u>-</u>	<u>3,878,850</u>
Total Assets at Fair Value	<u>\$42,649,978</u>	<u>\$ 3,878,850</u>	<u>\$ -</u>	<u>\$46,528,828</u>

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 6. Related Party Transactions and Party-in-Interest Transactions:

Certain Plan investments are shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company (VFTC). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions.

Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

Fees paid by the Plan for administrative services amounted to \$2,295 for the year ended December 31, 2013.

All of these party-in-interest transaction are exempt from the prohibited transaction rules under ERISA.

Note 7. Risks and uncertainties:

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

Note 8. Tax status:

The Plan obtained its latest determination letter on February 8, 2013, in which the IRS stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code (IRC). There have been no amendments to the Plan since the date of the determination letter. Therefore, no provision for income taxes has been made in the financial statements.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 8. Tax status (Continued):

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

Note 9. Reconciliation of Financial Statements to Schedule H of Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial Statements	\$59,947,807	\$47,176,639
Less: deemed distribution of participant loan	<u>(27,285)</u>	<u>-</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$59,920,522</u>	<u>\$47,176,639</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to Schedule H of Form 5500:

Deemed distribution of participant loan per financial statements	\$ -
Plus: Deemed distribution of participant loan	<u>27,285</u>
Deemed distribution of participant loan per Schedule H of Form 5500	<u>27,285</u>

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 10. Plan Merger:

MEI, Inc., the Plan sponsor, was sold on December 11, 2013. Following the sale, contributions have continued under the Plan on behalf of eligible participants. As a result of its sale, the Plan will be merged with, and participant accounts will be transferred to the trustee of, an existing plan controlled by the acquiring company, Crane Co. The merger of the plans is expected to be effective December 31, 2014, and the transfer of participant accounts is expected to occur shortly thereafter. Following the merger, (i) no further contributions will be made under the Plan, (ii) existing balances will continue to vest under the Plan's vesting schedule, and (iii) employees of the Company will begin accruing benefits in accordance with the terms of the Crane Co. plan.

Note 11. Subsequent events:

Subsequent events were evaluated through October 1, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

MEI Associate Retirement Plan

**Schedule H, Line 4i
Schedule of Assets Held at End of Year
EIN 22-2854526 (001)**

December 31,			2013
(a)	(b)	(c)	(e)
	Identity of issuer, borrower lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	American Century Growth Fund, Investor Class	Registered Investment Company	\$ 586,769
*	Fidelity Equity-Income Fund	Registered Investment Company	501,539
*	JP Morgan MidCap Value Fund, Select Shares	Registered Investment Company	351,134
*	PIMCO Total Return Fund, Administrative Class	Registered Investment Company	817,121
*	Perkins Mid Cap Value Fund	Registered Investment Company	60,969
*	T. Rowe Price International Stock Fund, Retail Class	Registered Investment Company	264,092
*	T.Rowe Price Mid-Cap Growth Fund, Retail Class	Registered Investment Company	3,060,288
*	Vanguard 500 Index Fund, Investor Shares	Registered Investment Company	5,375,677
*	Vanguard Balanced Index Fund, Investor Shares	Registered Investment Company	210,133
*	Vanguard Developed Markets Index Fund	Registered Investment Company	1,698,775
*	Vanguard Emerging Markets Stock Index Fund, Investor Shares	Registered Investment Company	2,248,849
*	Vanguard Extended Market Index Fund, Investor Shares	Registered Investment Company	4,051,112
*	Vanguard Inflation-Protected Securities Fund, Investor Shares	Registered Investment Company	801,366
*	Vanguard International Growth Fund, Investor Shares	Registered Investment Company	1,511,695
*	Vanguard LifeStrategy Conservative Growth Fund	Registered Investment Company	183,041
*	Vanguard LifeStrategy Growth Fund	Registered Investment Company	459,750
*	Vanguard LifeStrategy Moderate Growth Fund	Registered Investment Company	201,655
*	Vanguard Morgan Growth Fund, Investor Shares	Registered Investment Company	1,056,999
*	Vanguard Prime Money Market Fund	Registered Investment Company	11,196
*	Vanguard Strategic Equity Fund	Registered Investment Company	2,273,267
*	Vanguard Target Retirement 2010 Fund	Registered Investment Company	217,125
*	Vanguard Target Retirement 2015 Fund	Registered Investment Company	1,953,867
*	Vanguard Target Retirement 2020 Fund	Registered Investment Company	3,653,507
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	7,404,277
*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	6,093,123
*	Vanguard Target Retirement 2035 Fund	Registered Investment Company	3,573,626
*	Vanguard Target Retirement 2040 Fund	Registered Investment Company	1,712,793
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	771,382
*	Vanguard Target Retirement 2050 Fund	Registered Investment Company	840,919
*	Vanguard Target Retirement 2055 Fund	Registered Investment Company	30,512
*	Vanguard Target Retirement Income Fund	Registered Investment Company	82,962
*	Vanguard Total Bond Market Index Fund, Investor Shares	Registered Investment Company	2,166,991
*	Vanguard Windsor II Fund, Investor Shares	Registered Investment Company	1,542,208
*	Vanguard Retirement Savings Trust	Common/Collective Trust	3,455,527
*	Loan Fund **	4.25% - 9.25%	604,312
		Total	\$ 59,828,558

See independent auditor's report

The above information has been certified by Vanguard Fiduciary Trust Company, the Plan's trustee, as complete and accurate.

* A party-in-interest as defined by ERISA.

** Inclusive of outstanding deemed distributions

MEI Associate Retirement Plan

**Financial Statements
Supplementary Information and
Independent Auditor's Report**

Years ended December 31, 2013 and 2012

MEI Associate Retirement Plan

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INDEPENDENT AUDITOR'S REPORT

Compensation & Benefits Committee
MEI Associate Retirement Plan
Malvern, Pennsylvania

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, 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 executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As disclosed in Note 10, MEI, Inc., the Plan sponsor, was sold in December 2013. As a result of its sale, the Plan will be merged with, and participant accounts will be transferred to the trustee of, an existing plan controlled by the acquiring company. The merger of the plans is expected to be effective December 31, 2014.

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets Held At End of Year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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


Voorhees, NJ
October 1, 2014

MEI Associate Retirement Plan

Statements of Net Assets Available for Benefits

December 31,	2013	2012
Assets		
Investments at fair value	\$ <u>59,224,246</u>	\$ <u>46,528,828</u>
Receivables:		
Notes receivable from participants	604,312	639,895
Employer contributions	2,676	7,916
Corrective employer contributions	<u>116,573</u>	<u>-</u>
Total receivables	<u>723,561</u>	<u>647,811</u>
Total assets	59,947,807	47,176,639
Liabilities		
	<u>-</u>	<u>-</u>
Net assets available for benefits	\$ <u>59,947,807</u>	\$ <u>47,176,639</u>

See notes to financial statements

MEI Associate Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,	2013
Additions:	
Investment activity:	
Net appreciation in fair value of investments	\$ 7,745,528
Interest and dividend income - mutual funds	1,274,481
Interest income - common/collective trust	<u>57,034</u>
	<u>9,077,043</u>
Interest income on notes receivable from participants	<u>28,264</u>
Contributions:	
Employer	2,474,517
Participants	2,274,190
Corrective employer contributions	116,573
Participant rollovers	<u>21,964</u>
	<u>4,887,244</u>
Other additions	<u>11,196</u>
Total Additions	<u>14,003,747</u>
Deductions:	
Benefits paid to participants	1,230,284
Administrative expenses	<u>2,295</u>
Total Deductions	<u>1,232,579</u>
Net increase	12,771,168
Net assets available for benefits:	
Beginning of year	<u>47,176,639</u>
End of year	\$ <u>59,947,807</u>

See notes to financial statements

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan:

The following description of the MEI Associate Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of MEI, Inc. (the "Company"). Participation in the Plan is immediate with automatic employee contributions on or about the third pay period.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each pay period, participants may contribute up to 75% of eligible compensation, as defined by the Plan. Participants may elect to contribute a portion of their current pay to a salary deferral account on a pre-tax basis. The Plan also permits Roth elective deferral contributions, which are made on an after-tax basis. There is no age requirement for purposes of pre-tax and after-tax contributions. Participants who have attained age 50 before the end of the Plan year are also eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds and a common/collective trust as investments options for participants.

Participants are also eligible for matching and Company contributions after they have attained age 21 and completed one year of service. Once eligible, the Company will make matching contributions each pay period equal to 100% of pre-tax and Roth contributions, up to 6% of the participant's eligible earnings. Once eligible, the Company will also make Company contributions each pay period equal to 6% of the participant's eligible compensation.

Other contributions may be necessary to correct operational defects. Corrective contributions receivable of \$116,573 at December 31, 2013 reflect amounts due to reinstate participant accounts for amounts improperly forfeited, including lost earnings.

Contributions are subject to certain Internal Revenue Service (IRS) limitations.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan (Continued):

Participant accounts

Each participant's account is credited with the participant's elective contributions, Company contributions, and matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions (including rollover contributions) and matching contributions plus earnings thereon. Participants will become 100% vested in Company contribution amounts after they have completed 3 years of service.

Notes receivable from participants

Participants may borrow from their account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance (taking into account amounts not available for loans, such as any after-tax contributions and after-tax rollover contributions). Loans must be fully repaid through payroll deductions within 5 years, unless the loan is used to acquire a principal residence, in which case the repayment period may be longer. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing market rates. No more than two loans may be outstanding to a participant at any one time. Interest rates range from 4.25% to 9.25%.

Payment of benefits

On termination of service for any reason (retirement, termination, disability or death), participants may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or, if the vested interest exceeds \$5,000, installment payment options.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 1. Description of the Plan (Continued):

Payment of benefits (continued)

Additionally, if the vested account balance exceeds \$5,000, the participant may choose to receive either a) a lump sum payment of the after-tax contribution account with the remaining account balance paid in one of the Plan's installment options, or b) a partial lump sum payment of the account balance and leave the remaining balance in the Plan until a later date. Account balances not in excess of \$1,000 will automatically receive a lump sum payment, unless a direct rollover is elected by the participant. If the account balance is at least \$1,000 but does not exceed \$5,000, the account balance will be rolled into an IRA designated by the Plan administrator, unless a cash payment or other direct rollover is elected by the participant.

Forfeited accounts

At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$11,196 and \$23,219, respectively. Forfeitures will be used to reduce future Company contributions. Forfeitures applied for the years ended December 31, 2013 and 2012 were \$33,763 and \$60,710, respectively.

Note 2. Summary of Significant Accounting Policies:

Basis of accounting

The financial statements are prepared under the accrual method of accounting.

Recently adopted accounting standards

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in the update clarify the requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term "Fair Value".

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 2. Summary of Significant Accounting Policies (Continued):

Recently adopted accounting standards (continued)

ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. Adoption of this standard did not have a material impact on the financial statements of the Plan.

Use of estimates

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

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Plan management determines the Plan's valuation policies utilizing information provided by the trustee. See Note 5 for discussion of fair value measurements.

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

Notes receivable from participants

Notes receivable from participants are reported at their unpaid principal balances. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 2. Summary of Significant Accounting Policies (Continued):

Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Note 3. Investments (Unaudited):

The following table presents investments that represent 5% or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
T. Rowe Price Mid-Cap Growth Fund, Retail Class	\$3,060,288	\$2,476,244
Vanguard 500 Index Fund, Investor Shares	5,375,677	2,752,097
Vanguard Emerging Markets Stock Index Fund, Investor Shares	*	2,947,657
Vanguard Extended Market Index Fund, Investor Shares	4,051,112	*
Vanguard Target Retirement 2020 Fund	3,653,507	2,874,934
Vanguard Target Retirement 2025 Fund	7,404,277	6,077,258
Vanguard Target Retirement 2030 Fund	6,093,123	3,433,281
Vanguard Target Retirement 2035 Fund	3,573,626	2,517,831
Vanguard Retirement Savings Trust	3,455,527	3,878,850

* Investment represents less than 5% of the Plan's net assets

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 4. Information Prepared and Certified by the Trustee (Unaudited):

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified as complete and accurate by the trustee:

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Mutual funds	\$55,768,719	\$42,649,978
Common/collective trust	3,455,527	3,878,850
Notes receivable from participants	604,312	639,895
Net appreciation in fair value of investments	7,745,528	
Interest and dividend income - mutual funds	1,274,481	
Interest income—common/collective trust	57,034	
Interest income—notes receivable from participants	28,264	

Note 5. Fair value measurements:

The fair value measurement accounting literature establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs). The fair value hierarchy is as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 5. Fair value measurements (Continued):

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Mutual funds:

The mutual funds are valued at the quoted net asset values (NAV) of the shares held by the Plan at year end.

*Common /
collective trust:*

The Vanguard Retirement Savings Trust is valued at the net asset value of units held by the Plan in the trust at year end. 100% of the trust's investments are in a master trust and are valued at the unit (contract) value of the master trust (i.e., \$1.00). Contract value of the master trust approximates fair value.

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

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 5. Fair value measurements (Continued):

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

Assets at Fair Value as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Short-term reserves	\$ 11,196	\$ -	\$ -	\$ 11,196
Bond funds	3,785,478	-	-	3,785,478
Balanced funds	27,388,672	-	-	27,388,672
Domestic stock funds	18,859,962	-	-	18,859,962
International stock funds	<u>5,723,411</u>	<u>-</u>	<u>-</u>	<u>5,723,411</u>
Total mutual funds	55,768,719	-	-	55,768,719
Common/collective trust	<u>-</u>	<u>3,455,527</u>	<u>-</u>	<u>3,455,527</u>
Total Assets at Fair Value	<u>\$55,768,719</u>	<u>\$ 3,455,527</u>	<u>\$ -</u>	<u>\$59,224,246</u>

Assets at Fair Value as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Short-term reserves	\$ 23,219	\$ -	\$ -	\$ 23,219
Bond funds	4,874,807	-	-	4,874,807
Balanced funds	20,224,178	-	-	20,224,178
Domestic stock funds	11,525,916	-	-	11,525,916
International stock funds	<u>6,001,858</u>	<u>-</u>	<u>-</u>	<u>6,001,858</u>
Total mutual funds	42,649,978	-	-	42,649,978
Common/collective trust	<u>-</u>	<u>3,878,850</u>	<u>-</u>	<u>3,878,850</u>
Total Assets at Fair Value	<u>\$42,649,978</u>	<u>\$ 3,878,850</u>	<u>\$ -</u>	<u>\$46,528,828</u>

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 6. Related Party Transactions and Party-in-Interest Transactions:

Certain Plan investments are shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company (VFTC). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions.

Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

Fees paid by the Plan for administrative services amounted to \$2,295 for the year ended December 31, 2013.

All of these party-in-interest transaction are exempt from the prohibited transaction rules under ERISA.

Note 7. Risks and uncertainties:

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

Note 8. Tax status:

The Plan obtained its latest determination letter on February 8, 2013, in which the IRS stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code (IRC). There have been no amendments to the Plan since the date of the determination letter. Therefore, no provision for income taxes has been made in the financial statements.

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 8. Tax status (Continued):

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

Note 9. Reconciliation of Financial Statements to Schedule H of Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial Statements	\$59,947,807	\$47,176,639
Less: deemed distribution of participant loan	<u>(27,285)</u>	<u>-</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$59,920,522</u>	<u>\$47,176,639</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to Schedule H of Form 5500:

Deemed distribution of participant loan per financial statements	\$ -
Plus: Deemed distribution of participant loan	<u>27,285</u>
Deemed distribution of participant loan per Schedule H of Form 5500	<u>27,285</u>

MEI Associate Retirement Plan

Notes to the Financial Statements

December 31, 2013 and 2012

Note 10. Plan Merger:

MEI, Inc., the Plan sponsor, was sold on December 11, 2013. Following the sale, contributions have continued under the Plan on behalf of eligible participants. As a result of its sale, the Plan will be merged with, and participant accounts will be transferred to the trustee of, an existing plan controlled by the acquiring company, Crane Co. The merger of the plans is expected to be effective December 31, 2014, and the transfer of participant accounts is expected to occur shortly thereafter. Following the merger, (i) no further contributions will be made under the Plan, (ii) existing balances will continue to vest under the Plan's vesting schedule, and (iii) employees of the Company will begin accruing benefits in accordance with the terms of the Crane Co. plan.

Note 11. Subsequent events:

Subsequent events were evaluated through October 1, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

MEI Associate Retirement Plan

**Schedule H, Line 4i
Schedule of Assets Held at End of Year
EIN 22-2854526 (001)**

December 31,			2013
(a)	(b)	(c)	(e)
	Identity of issuer, borrower lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	American Century Growth Fund, Investor Class	Registered Investment Company	\$ 586,769
*	Fidelity Equity-Income Fund	Registered Investment Company	501,539
*	JP Morgan MidCap Value Fund, Select Shares	Registered Investment Company	351,134
*	PIMCO Total Return Fund, Administrative Class	Registered Investment Company	817,121
*	Perkins Mid Cap Value Fund	Registered Investment Company	60,969
*	T. Rowe Price International Stock Fund, Retail Class	Registered Investment Company	264,092
*	T.Rowe Price Mid-Cap Growth Fund, Retail Class	Registered Investment Company	3,060,288
*	Vanguard 500 Index Fund, Investor Shares	Registered Investment Company	5,375,677
*	Vanguard Balanced Index Fund, Investor Shares	Registered Investment Company	210,133
*	Vanguard Developed Markets Index Fund	Registered Investment Company	1,698,775
*	Vanguard Emerging Markets Stock Index Fund, Investor Shares	Registered Investment Company	2,248,849
*	Vanguard Extended Market Index Fund, Investor Shares	Registered Investment Company	4,051,112
*	Vanguard Inflation-Protected Securities Fund, Investor Shares	Registered Investment Company	801,366
*	Vanguard International Growth Fund, Investor Shares	Registered Investment Company	1,511,695
*	Vanguard LifeStrategy Conservative Growth Fund	Registered Investment Company	183,041
*	Vanguard LifeStrategy Growth Fund	Registered Investment Company	459,750
*	Vanguard LifeStrategy Moderate Growth Fund	Registered Investment Company	201,655
*	Vanguard Morgan Growth Fund, Investor Shares	Registered Investment Company	1,056,999
*	Vanguard Prime Money Market Fund	Registered Investment Company	11,196
*	Vanguard Strategic Equity Fund	Registered Investment Company	2,273,267
*	Vanguard Target Retirement 2010 Fund	Registered Investment Company	217,125
*	Vanguard Target Retirement 2015 Fund	Registered Investment Company	1,953,867
*	Vanguard Target Retirement 2020 Fund	Registered Investment Company	3,653,507
*	Vanguard Target Retirement 2025 Fund	Registered Investment Company	7,404,277
*	Vanguard Target Retirement 2030 Fund	Registered Investment Company	6,093,123
*	Vanguard Target Retirement 2035 Fund	Registered Investment Company	3,573,626
*	Vanguard Target Retirement 2040 Fund	Registered Investment Company	1,712,793
*	Vanguard Target Retirement 2045 Fund	Registered Investment Company	771,382
*	Vanguard Target Retirement 2050 Fund	Registered Investment Company	840,919
*	Vanguard Target Retirement 2055 Fund	Registered Investment Company	30,512
*	Vanguard Target Retirement Income Fund	Registered Investment Company	82,962
*	Vanguard Total Bond Market Index Fund, Investor Shares	Registered Investment Company	2,166,991
*	Vanguard Windsor II Fund, Investor Shares	Registered Investment Company	1,542,208
*	Vanguard Retirement Savings Trust	Common/Collective Trust	3,455,527
*	Loan Fund **	4.25% - 9.25%	604,312
		Total	\$ 59,828,558

See independent auditor's report

The above information has been certified by Vanguard Fiduciary Trust Company, the Plan's trustee, as complete and accurate.

* A party-in-interest as defined by ERISA.

** Inclusive of outstanding deemed distributions