

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

Part II	Basic Plan Information—enter all requested information						
1a Name of plan <u>RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF ERAMET MARIETTA, INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1999</u>			
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan <u>07/01/1999</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ERAMET MARIETTA, INC.</u> <u>P.O. BOX 299</u> <u>MARIETTA, OH 45750</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>98-0201165</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>740-374-1000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>331110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>98-0201165</u>		2c Sponsor's telephone number <u>740-374-1000</u>		2d Business code (see instructions) <u>331110</u>	
2b Employer Identification Number (EIN) <u>98-0201165</u>							
2c Sponsor's telephone number <u>740-374-1000</u>							
2d Business code (see instructions) <u>331110</u>							

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	992
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	163
b Retired or separated participants receiving benefits		6b	497
c Other retired or separated participants entitled to future benefits		6c	129
d Subtotal. Add lines 6a , 6b , and 6c		6d	789
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	186
f Total. Add lines 6d and 6e		6f	975
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
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: 1A 1I 3H			
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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF ERAMET MARIETTA, INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ERAMET MARIETTA, INC.</u>	D Employer Identification Number (EIN) <u>98-0201165</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>92826620</u>
b Actuarial value	2b <u>88322734</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>709</u> <u>63586060</u>
b For terminated vested participants.....	3b <u>133</u> <u>4504620</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>980489</u>
(2) Vested benefits	3c(2) <u>17222496</u>
(3) Total active.....	3c(3) <u>173</u> <u>18202985</u>
d Total.....	3d <u>1015</u> <u>86293665</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.22</u> %
6 Target normal cost	6 <u>43066</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary	Date
<u>EMILY S. ADKINS</u>	<u>14-07401</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>216-937-4000</u>
Firm name	Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2016626
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2016626
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of <u>13.68</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4763155
b Interest on (a) using prior year's effective interest rate of <u>6.92</u> % except as otherwise provided (see instructions)		465934
c Total available at beginning of current plan year to add to prefunding balance		5229089
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	102.35 %
15 Adjusted funding target attainment percentage	15	102.35 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.05 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/30/2014	1000000				
05/30/2014	500000				
06/13/2014	700000				
			Totals ►	18(b)	2200000 18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2023316
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	43066	
b Excess assets, if applicable, but not greater than line 31a	31b	43066	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34		
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35).....	36		
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2023316	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2023316	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40		

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

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

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

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

A Name of plan RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF ERAMET MARIETTA, INC.	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ERAMET MARIETTA, INC.	D Employer Identification Number (EIN) 98-0201165	

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

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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 HUNTINGTON INVESTMENT COMPANY

41 SOUTH HIGH STREET
COLUMBUS, OH 43287

31-0966785

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	43394	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF ERAMET MARIETTA, INC.</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ERAMET MARIETTA, INC.</u>	D Employer Identification Number (EIN) <u>98-0201165</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	80591	633339
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3047552	2200000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	220954	250941
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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	87945070	89296243
(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	91294167	92380523

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	10856	10965
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	10856	10965

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	91283311	92369558
---	-----------	----------	----------

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)	3845573	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3845573
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	4572705	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4572705
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-54515
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		8363763

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7234122	
(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)		7234122
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	43394	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		43394
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7277516

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1086247
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: SCHNEIDER DOWNS & CO., INC.

(2) EIN: 25-1408703

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	
4b		X	

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

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>RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF ERAMET MARIETTA, INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ERAMET MARIETTA, INC.</u>	D Employer Identification Number (EIN) <u>98-0201165</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>31-6243960</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 <u>0</u>

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

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

Part III	Amendments
-----------------	-------------------

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): _____

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.
Marietta, Ohio

Financial Statements
and
Supplementary Financial Information
For the years ended December 31, 2013 and 2012

and Independent Auditors' Report Thereon



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INDEPENDENT AUDITORS' REPORT

The Plan Administrator
Retirement Program Plan for Employees of Eramet Marietta, Inc.
Marietta, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Program Plan for Employees of Eramet Marietta, Inc. (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Huntington Bank and The Vanguard Group, Inc., the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that Huntington Bank held the Plan's investment assets and executed investment transactions from June 1, 2012 to December 31, 2013, and that The Vanguard Group, Inc. held the Plan's investment assets and executed investment transactions for the period January 1, 2012 to May 31, 2012. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012 that the information provided to the Plan administrator by the trustees is complete and accurate.

Schneider Downs & Co., Inc.
www.schneiderdowns.com



One PPG Place
Suite 1700
Pittsburgh, PA 15222
TEL 412.261.3644
FAX 412.261.4876

41 S. High Street
Huntington Center, Suite 2100
Columbus, OH 43215
TEL 614.621.4060
FAX 614.621.4062

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and Reportable Transactions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Schneider Downs & Co., Inc.

Columbus, Ohio
October 8, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Principal Plan Provisions

Plan Sponsor

Eramet Marietta Inc.

Plan

Retirement Program Plan for Employees of Eramet Marietta Inc.

Effective Date and Most Recent Amendment

The plan was originally effective July 1, 1999. The plan was most recently restated effective January 1, 2010.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Active participants: all Hourly and Salaried employees of Eramet Marietta, Inc. who elect to make Mandatory Participant Contributions beginning January 1, 2004, or who were participants in the plan as of December 31, 2003 but who have elected not to contribute and therefore have frozen benefits as of December 31, 2003.

Inactive participants: former retired and terminated vested employees, and those designated as Marietta inactive participants during the spin-off from the Elkem plan.

Effective December 31, 2006, the plan is closed to new salaried participants and benefits are frozen.

Effective April 30, 2007, the plan is closed to new hourly participants and benefits are frozen.

Mandatory Participant Contributions

Beginning January 1, 2004, participants are required to contribute 3.3% of their pensionable earnings. Participants may elect to contribute or abstain annually, and may change their election during the year if an approved change in family status has occurred.

An approved "change in family status" is an event that occurs during the Plan Year with respect to a Participant that has a significant impact on the Participant's decision to make Mandatory Participant

Plan Name:	Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN:	98-0201165 / 001
Plan Sponsor:	Eramet Marietta, Inc.
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Contributions to the Plan, determined in accordance with uniform, nondiscriminatory rules established by the Plan Administrator.

Credited Service (Company Service Credit)

The total elapsed time between date of hire with the Company and date of termination from the Company, subject to the rules specified in the plan. No service is granted during any plan year in which the employee elects not to make Mandatory Participant Contributions.

Vesting Service

The total of the period of elapsed time which begins as of the date an employee first performs an Hour of Service with the employer or an Affiliate Company and ends as of the date such employee incurs a Severance from Service with the employer and all Affiliated Companies, subject to rules specified in the plan. No service is granted during any plan year in which the employee elects not to make Mandatory Participant Contributions.

Final Average Compensation/Salary

Average Monthly Compensation is computed using the monthly compensation described below during the three calendar years in which compensation was the highest during the ten calendar years just before termination or, if greater, the final 36 calendar months before termination.

For salaried employees: base pay

For hourly employees: the employee's total straight time pay for the calendar year divided by the total straight-time hours worked by the employee during that year, and multiplied by 2,080 scheduled hours.

Compensation is limited in accordance with IRC Section 401 (a)(17). Compensation paid during any period of time that the employee was eligible to make Mandatory Employee Contributions but declined will not be considered compensation for the purpose of determining Average Monthly Compensation.

Normal Retirement Benefit

Normal Retirement Date: The first day of the month following the participant's 65th birthday.

Benefit Formula: Monthly benefit equal to the greatest of (1), (2) and (3), where:

- (1) equals 1.27% of highest 3-year average of Average Monthly Compensation in the last ten years times years of Company Service Credit, plus \$45;
- (2) equals \$5.00 per month for each year of Company Service Credit for the first ten years, \$7.00 per month for each year of Company Service Credit for the next ten years, and \$9.00 per month for each year of Company Service Credit over 20 years, plus 10% of final monthly earnings reduced by 1% for each year by which Company Service Credit is less than 8 years, plus \$45; and

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN: 98-0201165 / 001
Plan Sponsor: Eramet Marietta, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

(3) equals 1.5% of Average Monthly Compensation as of December 31, 1988 times years of Company Service Credit as of December 31, 1988 less the product of (a) and (b), where:

- (a) equals the estimated monthly Social Security benefit based on the law in effect at the earlier of December 31, 1988 and actual retirement assumed to commence at the later of actual retirement or age 62, and
- (b) equals an amount equal to the lesser of 1.5% times Company Service Credit to December 31, 1988 or 50%, or the maximum offset based on IRS integration rules in effect at actual retirement, or December 31, 1988 if earlier.

Effective December 31, 2006, benefit accruals for salaried participants are frozen.

Effective April 30, 2007, benefit accruals for hourly participants are frozen.

Normal Form of Benefit:

For Salaried employees hired before 1/1/98 and Hourly employees hired before 4/1/00:

- If married: 50% Joint and Survivor Annuity with no actuarial reduction for benefits earned prior to 1/1/04, and actuarially reduced for benefits earned after 1/1/04.
- If not married: Life Annuity.

Salaried employees hired on or after 1/1/98 and Hourly employees hired on or after 4/1/00:

- If married: 50% Joint and Survivor Annuity with actuarial reduction.
- If not married: Life Annuity.

Early Retirement Benefit

Eligibility: Employees who have completed ten or more years of Company Service Credit and have attained age 50.

Benefit: Benefit accrued to date of termination reduced by 5% for each year early. The number of years early is the lesser of:

- (1) the difference between the Normal Retirement Date and the Early Retirement Date, or
- (2) for Salaried employees hired prior to January 1, 1998 and Hourly employees hired prior to April 1, 2000: the difference between 85 and the employee's age and credited service on the early retirement date.

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN: 98-0201165 / 001
Plan Sponsor: Eramet Marietta, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Unreduced Early Retirement Benefit

Eligibility: Salaried employees hired before January 1, 1998 and Hourly employees hired before April 1, 2000 satisfying either (1) or (2) where:

- (1) Employees who have attained age 62 with at least 10 years of Company Service Credit, or
- (2) Employees for whom the sum of their age and Company Service Credit is at least 85 (i.e., they have "85 points").

Benefit: Accrued benefit to date of retirement.

Disability Benefit

Eligibility: All employees who have completed ten years of Company Service Credit.

Benefit Before Normal Retirement: Accrued benefit to end of waiting period (assuming disabled employee is eligible for Social Security disability benefits).

Benefit After Normal Retirement: Accrued benefit to end of waiting period.

Vested Benefits Upon Termination of Service

Eligibility: All employees who terminate after completing five or more years of Vesting Service.

Termination Benefit: Benefit accrued to date payable at Normal Retirement Date or a reduced benefit (6-2/3% for the first 3 years early between age 65 and age 62 and 5% for each additional year early prior to age 62) at Early Retirement.

Effective January 1, 2000, for Post-1997 Salaried Employees and Post-1999 Hourly Employees, the actuarial reduction shall be 5/12 percent for each month between age 65 and 50 that the Deferred Vested Benefit is commenced prior to age 65.

Death Benefits for Participants in Active Service

Eligibility: If deceased employee has completed 10 years of Company Service Credit: a survivor benefit is payable to the spouse, or, if no spouse, the dependent children, or, if no spouse and no dependent children, a dependent parent of a deceased employee. If the deceased employee has completed five years of Vesting Service but not 10 years of Company Service Credit: a survivor benefit is payable to the surviving spouse.

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
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Plan Sponsor: Eramet Marietta, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Benefit: 50% of benefit which would have been payable to the employee if he or she had retired at date of death (but not less than 25% of the accrued benefit) payable for life or, in the case of dependent children, until age 23 if earlier.

Optional Forms of Retirement Income in Lieu of Normal Form

Life Annuity
50% Joint and Survivor
75% Joint and Survivor
Life Annuity with Social Security Leveling
50% Joint and Survivor with Social Security Leveling
75% Joint and Survivor with Social Security Leveling

Changes in Plan Provisions since Last Actuarial Valuation

There have been no changes since the prior valuation.

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN: 98-0201165 / 001
Plan Sponsor: Eramet Marietta, Inc.
Valuation Date: January 1, 2013

SUPPLEMENTARY FINANCIAL INFORMATION

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

EIN: 98-0201165
PLAN NUMBER: 001

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

(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investments	(d) Cost	(e) Current Value
	Cash and Cash Equivalents:			
	Vanguard Trust Company	Prime Money Market Fund	\$ 633,339	\$ 633,339
	Equity Mutual Funds:			
	Vanguard Trust Company	Stock Market Index Fund	6,039,815	10,176,702
	Vanguard Trust Company	Developed Markets Index Fund Institutional	7,504,583	8,199,652
	Vanguard Trust Company	Windsor Fund Admiral	3,591,389	5,058,922
	Vanguard Trust Company	Primecap Fund Admiral	3,319,590	5,094,917
	Vanguard Trust Company	Emerging Markets Stock Index Institutional	4,217,401	3,570,873
			<u>24,672,778</u>	<u>32,101,066</u>
	Fixed-Income Mutual Funds:			
	Vanguard Trust Company	Long-Term Inv-Grade Admiral	29,420,123	28,680,038
	PIMCO	Long-Term Credit Fund Institutional	32,215,224	28,515,139
			<u>61,635,347</u>	<u>57,195,177</u>
			<u>\$ 86,941,464</u>	<u>\$ 89,929,582</u>

* Indicates a party-in-interest.

See independent auditors' report.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Frozen Plans as of January 1, 2013

Attained Age	Years of Credited Service															
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34	
	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.
Under 25	0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0	
30 - 34	0		1		0		0		0		0		0		0	
35 - 39	0		0		3		0		0		0		0		0	
40 - 44	0		0		4		0		4		0		0		0	
45 - 49	0		3		2		3		8		0		0		0	
50 - 54	0		3		4		0		18		12		2		0	
55 - 59	0		4		4		1		20		14		17		12	
60 - 64	0		0		0		1		8		6		6		9	
65 - 69	0		0		1		0		1		0		0		0	
70 & Over	0		0		0		0		0		0		0		0	

Plan Name:
 EIN / PN:
 Plan Sponsor:
 Valuation Date:

Retirement Program Plan for Employees of Eramet Marietta, Inc.
 98-0201165 / 001
 Eramet Marietta, Inc.
 January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- | | |
|---------------------|-----------------|
| ➤ Applicable month | September |
| ➤ Yield curve basis | 3-Segment Rates |

	Reflecting Corridors	Not Reflecting Corridors
➤ First segment rate	4.94%	1.75%
➤ Second segment rate	6.15%	4.62%
➤ Third segment rate	6.76%	5.72%
➤ Effective interest rate	6.22%	4.76%

Annual rates of increase:

- | | |
|-------------------------------------|-----|
| ➤ Compensation | N/A |
| ➤ Future Social Security wage bases | N/A |
| ➤ Statutory limits on compensation | N/A |

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
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Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

➤ Healthy The prescribed mortality assumption under IRC§430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

➤ Disabled Mortality in accordance with Revenue Ruling 96-7.

Termination Rates varying by age and gender.

Age	Males	Females
20	6.64%	6.64%
25	5.35	5.35
30	4.93	4.93
35	4.61	4.61
40	4.04	4.04
45	3.57	3.57
50	2.17	2.17
55	1.38	1.38
60	0.00	0.00

Disability The rates at which participants become disabled by age and gender are shown below:

Age	Males	Females
20	0.06%	0.06%
25	0.09	0.10
30	0.13	0.17
35	0.20	0.25
40	0.31	0.36
45	0.51	0.52
50	0.83	0.85
55	1.50	1.49
60	2.27	1.79

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
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 Plan Sponsor: Eramet Marietta, Inc.
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Retirement

The probability at which participants are assumed to retire by age are shown below:

Age	Hourly Hired pre 5/1/00 and Salaried Hired pre 1/1/98	Hourly Hired on or after 5/1/00 and Salaried Hired on or after 1/1/98
50	2%	1%
51	2	1
52	2	1
53	2	1
54	2	1
55	3	2
56	3	2
57	3	2
58	3	2
59	5	3
60	5	3
61	5	3
62	60	50
63	10	5
64	10	5
65 & older	100	100

Form of payment

Participants are assumed to elect the normal form.

Percent married

70% of males; 70% of females. Used to value pre-retirement surviving spouse benefits.

Spouse age

Wife four years younger than husband.

Covered pay

Not applicable.

Administrative expenses

Administrative expenses are assumed to equal non-PBGC expenses from the prior year plus an estimate of the PBGC premiums for the current plan year that are paid from the trust.

The amount included this year for administrative expenses is \$43,066.

At-risk assumptions

Not applicable.

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
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SCHEDULE SB ATTACHMENTS

Methods	
Valuation date	First day of plan year.
Funding target	Present value of accrued benefits.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings of 6.75% (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2012 plan year).</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued based on discussions with Eramet Marietta Inc. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Eramet Marietta Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	The assumptions were updated to reflect changes in the statutory interest rates and mortality tables required by the Pension Protection Act of 2006.

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN: 98-0201165 / 001
Plan Sponsor: Eramet Marietta, Inc.
Valuation Date: January 1, 2013

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2013	2012
ASSETS		
CASH AND CASH EQUIVALENTS	\$ 633,339	\$ 80,591
INVESTMENTS, AT FAIR VALUE	89,296,243	87,945,070
RECEIVABLES		
Employer contributions	2,200,000	3,047,552
Dividends	250,941	220,954
Total Assets	92,380,523	91,294,167
LIABILITIES		
ACCOUNTS PAYABLE	10,965	10,856
Net Assets Available For Benefits	<u>\$ 92,369,558</u>	<u>\$ 91,283,311</u>

See notes to financial statements.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
Contributions		
Employer contributions	\$ 3,845,573	\$ 6,134,291
Investment Income		
Interest and dividends	4,572,705	4,017,913
Net (depreciation) appreciation in fair value	<u>(54,515)</u>	<u>6,536,938</u>
Total Investment Income	<u>4,518,190</u>	<u>10,554,851</u>
Total Additions	8,363,763	16,689,142
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:		
Benefits paid to participants	7,234,122	7,607,880
Administrative expenses	<u>43,394</u>	<u>47,247</u>
	<u>7,277,516</u>	<u>7,655,127</u>
Increase In Net Assets Available For Benefits	1,086,247	9,034,015
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>91,283,311</u>	<u>82,249,296</u>
End of year	<u>\$ 92,369,558</u>	<u>\$ 91,283,311</u>

See notes to financial statements.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Retirement Program Plan for Employees of Eramet Marietta, Inc. (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a defined benefit pension plan covering all employees who were employed by Eramet Marietta, Inc. (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was frozen January 1, 2007 for salaried employees and May 1, 2007 for hourly employees. The effect of this freezing on the Plan is that salaried employees hired after December 31, 2006 and hourly employees hired after April 30, 2007 are not eligible to participate, and benefits for salaried and hourly employees currently participating in the Plan are frozen as of the same dates.

Vesting - A participant, who has completed five years of continuous service, and who, for reasons other than retirement or death, ceases to be employed by the Company or an affiliated company, is eligible for a deferred vested retirement allowance.

Retirement Benefits - A participant can retire with full pension benefits when age and Company service credit equal 85, or at age 62 with ten years of Company service credit, or at the normal retirement age of 65. Participants can retire as early as age 50 with a reduced pension benefit if the participant has ten years of Company service credit. Company service credit is generally the total elapsed time between the employee's date of hire with the Company and date of termination from the Company. The Plan also includes surviving spouse benefits upon the participant's death.

Death and Disability Benefits - If a married participant with five or more years of Company service credit dies before retirement, a monthly benefit payment is payable to the surviving spouse. The benefit equals one-half of the participant's vested accrued pension benefits, actuarially reduced to reflect the election of the 50% survivor form of payment. The participant's vested accrued benefit is calculated based on separation of service as of the latter of early retirement date or date of death.

A participant with at least ten years of Company service credit who becomes permanently disabled is entitled to an accrued pension benefit after 26 weeks of total disability.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting - The accompanying financial statements are prepared on the accrual basis of accounting.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Cash and Cash Equivalents -Plan management considers all investments with initial maturities of three months or less to be cash equivalents. Cash in financial institutions may exceed federally insured amounts at times.

Investment Valuation and Income Recognition - Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Benefit Plan Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodians. See Note 4 for discussion of fair value measurements. During June 2012, the Plan administrator switched the Plan trustee from The Vanguard Group, Inc. to Huntington Bank.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Administrative Expenses - All expenses incurred in administering the Plan are paid from Plan assets, unless otherwise paid by the Company.

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Subsequent Events - The Plan has evaluated subsequent events through October 8, 2014, the date the financial statements were available to be issued.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 3 - INVESTMENTS

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

	<u>December 31</u>	
	<u>2013</u>	<u>2012</u>
Vanguard Long-Term Inv Grade Admiral	\$ 28,680,038	\$ 43,461,370
PIMCO Long-Term Credit Fund Institutional	28,515,139	12,774,572
Vanguard Stock Market Index Fund	10,176,702	9,880,380
Vanguard Developed Markets Index Fund Institutional	8,199,652	8,148,197
Vanguard Windsor Fund Admiral	5,058,922	5,071,239
Vanguard Primecap Fund Admiral	5,094,917	4,953,988

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) as follows:

	<u>2013</u>	<u>2012</u>
Equity Mutual Funds	\$ 7,063,929	\$ 4,110,389
Fixed Income Mutual Funds	<u>(7,118,444)</u>	<u>2,426,549</u>
Net (Depreciation) Appreciation In Fair Value Of Investments	\$ <u>(54,515)</u>	\$ <u>6,536,938</u>

NOTE 4 - FAIR VALUE MEASUREMENTS

The accounting standard for Fair Value Measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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.

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 used need to maximize the use of 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: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 57,195,177	-	-	\$ 57,195,177
Blend funds	13,747,575	-	-	13,747,575
International fund	8,199,652	-	-	8,199,652
Value fund	5,058,922	-	-	5,058,922
Growth fund	5,094,917	-	-	5,094,917
Total Assets At Fair Value	\$ 89,296,243	-	-	\$ 89,296,243

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 56,235,942	-	-	\$ 56,235,942
Blend funds	13,535,704	-	-	13,535,704
International fund	8,148,197	-	-	8,148,197
Value fund	5,071,239	-	-	5,071,239
Growth fund	4,953,988	-	-	4,953,988
Total Assets At Fair Value	\$ 87,945,070	-	-	\$ 87,945,070

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The trustees of the Plan, The Vanguard Group, Inc. and Huntington Bank, certified that certain information is complete and accurate. Such information includes the composition, cost and current value of investments and income receivable reported in the statements of net assets available for benefits and interest and dividend income and net appreciation/depreciation in fair value of investments reported in the statements of changes in net assets available for benefits.

NOTE 6 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries. Benefits under the Plan are calculated based on a percentage of average monthly compensation depending on their length of service, up to a maximum of 30 years. The accumulated plan benefits for active employees are based on the benefit formula in effect on the date the Plan was frozen. Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included, to the extent they are deemed attributable to employee service rendered prior to January 1, 2007 and May 1, 2007.

The actuarial present value of accumulated plan benefits is determined by an independent actuary from Towers Watson and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2013 and 2012 were:

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 6 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

Actuarial Cost Method - The unit credit method was used for both 2013 and 2012.

Discount Rate - The rate used to discount pension liabilities was 6.75% in 2013 and 7.00% in 2012.

Investment Return - The expected rate of return on plan assets was 6.75% for 2013 and 7.00% for 2012.

Mortality Basis - RP 2000 Blue Collar mortality table with separate rates for males and females (projected to 2013 for 2013 and 2012) were used. Other disabled mortality rates were used for employees retired on disability pensions.

Retirement Age - Calculated using rates varying by age, resulting in an average retirement age of 62.

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

The actuarial present value of accumulated plan benefits as of January 1, 2013 and 2012 is summarized as follows:

	<u>2013</u>	<u>2012</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS		
Vested Benefits:		
Participants currently receiving payments	\$ 59,055,246	\$ 61,005,122
Active participants	15,767,118	14,787,198
Other participants	<u>4,015,473</u>	<u>3,868,065</u>
	78,837,837	79,660,385
Nonvested Benefits	<u>975,219</u>	<u>1,080,333</u>
Total Actuarial Present Value of Accumulated Plan Benefits	\$ <u>79,813,056</u>	\$ <u>80,740,718</u>

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 6 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The change in actuarial present value of accumulated plan benefits for the years ended January 1, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
CHANGE IN ACCUMULATED PLAN BENEFITS		
Actuarial present value of accumulated plan benefits - beginning of year	\$ 80,740,718	\$ 82,218,224
Increase during the year attributable to:		
Actuarial gains	(352,370)	(78,086)
Increase for interest due to decrease in discount period	5,385,574	5,479,412
Benefits paid	(7,607,880)	(7,881,822)
Change in actuarial assumptions	<u>1,647,014</u>	<u>1,002,990</u>
Net Decrease	<u>(927,662)</u>	<u>(1,477,506)</u>
Actuarial Present Value Of Accumulated Plan Benefits - End Of Year	\$ <u>79,813,056</u>	\$ <u>80,740,718</u>

NOTE 7 - FUNDING POLICY

The benefits under the Plan are funded by employer contributions. Prior to May 1, 2007, employees contributed to the Plan, and the accumulated contributions as of December 31, 2013 were approximately \$1,589,000. Employer contributions are made upon the recommendations of the Plan's actuary based on annual valuations of the Plan.

Contributions from the Company are accrued based upon the actuarially determined amount of normal and past service cost as of the end of the Plan year. The Company's funding policy is to make annual contributions sufficient to at least comply with the minimum funding requirements set forth by ERISA. The Company's contributions for 2013 and 2012 met the minimum funding requirements of ERISA.

NOTE 8 - PLAN TERMINATION

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

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 8 - PLAN TERMINATION (Continued)

Under provisions of ERISA, if the Plan is terminated, the Company may be obligated to make termination payments to the Plan, and participants may be eligible for continuation of benefits through insurance provided by the Pension Benefit Guaranty Corporation (PBGC). Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of those benefits guaranteed by the PBGC at that time. Certain benefits may be fully or partially provided for by the then-existing assets of the Plan and/or the PBGC guaranty. However, because the PBGC does not guarantee all types of benefits and the amount of benefit protection is subject to certain limitations, there is the possibility that some benefits might not be provided for. A description of the priority of participants' claims to the assets of the Plan upon termination is published in the Plan document and made available to participants.

NOTE 9 - TAX STATUS

The Plan received a determination letter from the Internal Revenue Service (IRS) dated October 11, 2011, stating that the Plan is qualified, under the Internal Revenue Code (IRC) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification.

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 IRS. 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 10 - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

During the period from January 1, 2012 to May 31, 2012, certain Plan investments were shares of funds managed by the trustee, The Vanguard Group, Inc., and therefore these transactions qualified as party-in-interest transactions. Fees paid by the Plan for these investment management services are included as a reduction of the return on each fund.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

EIN: 98-0201165
PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

Single transaction involving an amount in excess of 5% of the current value of plan assets.

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price
Vanguard Trust Company	Long-Term Inv-Grade Admiral	-
PIMCO	Long-Term Credit Fund Institutional	\$ 15,598,035

* Indicates party-in-interest to the Plan

(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
\$ 15,598,035	\$ 14,526,454	\$ 15,598,035	\$ 1,071,581
-	15,598,035	15,598,035	-

See independent auditors' report.

RETIREMENT PROGRAM PLAN FOR EMPLOYEES OF
ERAMET MARIETTA, INC.

EIN: 98-0201165

PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

Series transactions, when aggregated, involving an amount in excess of 5% of the current value of plan assets.

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price
PIMCO	Long-Term Credit Fund Institutional	\$ 20,433,123
PIMCO	Long-Term Credit Fund Institutional	-
Vanguard Trust Company	Long-Term Inv-Grade Admiral	6,209,109
Vanguard Trust Company	Long-Term Inv-Grade Admiral	

(A) Consists of 20 purchase transactions

(B) Consists of 4 sales transactions

(C) Consists of 16 purchase transactions

(D) Consists of 6 sales transaction

* Indicates party-in-interest to the Plan

(d) Selling Price		(g) Cost of Asset		(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
-	(A)	\$	20,433,123	\$ 20,433,123	-
\$ 1,192,500	(B)		1,325,719	1,192,500	\$ (133,219)
-	(C)		6,209,109	6,209,109	-
16,990,535	(D)		15,918,816	16,990,535	1,071,719

See independent auditors' report.

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

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

A Name of plan Retirement Program Plan for Employees of Eramet Marietta, Inc.	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Eramet Marietta, Inc.	D Employer Identification Number (EIN) 98-0201165
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value		2a	92,826,620
b Actuarial value		2b	88,322,734
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	709	63,586,060
b For terminated vested participants.....	3b	133	4,504,620
c For active participants:			
(1) Non-vested benefits	3c(1)		980,489
(2) Vested benefits	3c(2)		17,222,496
(3) Total active.....	3c(3)	173	18,202,985
d Total.....	3d	1,015	86,293,665
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate		5	6.22 %
6 Target normal cost		6	43,066

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

SIGN HERE			
Signature of actuary		Date	
Emily S. Adkins		14-07401	
Type or print name of actuary		Most recent enrollment number	
Towers Watson Delaware Inc.		(216) 937-4000	
Firm name		Telephone number (including area code)	
1001 Lakeside Ave, Suite 1900			
Cleveland OH 44114			
Address of the firm			

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

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2,016,626
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2,016,626
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>13.68</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		4,763,155
b Interest on (a) using prior year's effective interest rate of <u>6.92</u> % except as otherwise provided (see instructions)		465,934
c Total available at beginning of current plan year to add to prefunding balance		5,229,089
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	102.35 %
15 Adjusted funding target attainment percentage	15	102.35 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.05 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/30/2014	1,000,000				
05/30/2014	500,000				
06/13/2014	700,000				
Totals ▶			18(b)	2,200,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2,023,316

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	43,066	
b Excess assets, if applicable, but not greater than line 31a	31b	43,066	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,023,316	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,023,316	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Eramet Marietta, Inc.
EIN/PN	98-0201165/001
Plan Name	Retirement Program Plan for Employees of Eramet Marietta, Inc.
Valuation Date	January 1, 2013
Enrolled Actuary	Emily S. Adkins
Enrollment Number	14-07401

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

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Plan Name:	Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN:	98-0201165 / 001
Plan Sponsor:	Eramet Marietta, Inc.
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

See Schedule SB Part V, Statement of Actuarial Assumptions and Methods for retirement rates. The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

A) Hourly employees hired before 5/1/2000 and Salaried employees hired before 1/1/1998:

Age at Retirement (A)	Rates of Retirement (B)	% Retiring (C)	Weighted Ages (A) x (C)
50	2.00%	2.00%	1.00000
51	2.00%	1.96%	0.99960
52	2.00%	1.92%	0.99892
53	2.00%	1.88%	0.99746
54	2.00%	1.85%	0.99630
55	3.00%	2.71%	1.49160
56	3.00%	2.63%	1.47280
57	3.00%	2.55%	1.45464
58	3.00%	2.48%	1.43550
59	5.00%	4.00%	2.36059
60	5.00%	3.80%	2.28060
61	5.00%	3.61%	2.20271
62	60.00%	41.17%	25.52292
63	10.00%	2.74%	1.72872
64	10.00%	2.47%	1.58080
65	100.00%	22.23%	14.44950
Average age at retirement			60.97

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
EIN / PN: 98-0201165 / 001
Plan Sponsor: Eramet Marietta, Inc.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

B) Hourly employees hired on or after 5/1/2000 and Salaried employees hired on or after 1/1/1998:

Age at Retirement (A)	Rates of Retirement (B)	% Retiring (C)	Weighted Ages (A) x (C)
50	1.00%	1.00%	0.50000
51	1.00%	0.99%	0.50490
52	1.00%	0.98%	0.50960
53	1.00%	0.97%	0.51410
54	1.00%	0.96%	0.51894
55	2.00%	1.90%	1.04610
56	2.00%	1.86%	1.04384
57	2.00%	1.83%	1.04139
58	2.00%	1.79%	1.03820
59	3.00%	2.63%	1.55229
60	3.00%	2.55%	1.53180
61	3.00%	2.48%	1.51036
62	50.00%	40.03%	24.81736
63	5.00%	2.00%	1.26063
64	5.00%	1.90%	1.21664
65	100.00%	36.13%	23.48190
Average age at retirement			62.09

Category (Above)	(1) Number of Employees	(2) Average Retirement Age	(1) x (2)
A	122	60.97	7,438.34
B	51	62.09	3,166.59
Total	173		10,604.93
Average Retirement Age [Total (2) / Total (1)]			61.30
Rounded for Schedule SB Line 22			61

Plan Name: Retirement Program Plan for Employees of Eramet Marietta, Inc.
 EIN / PN: 98-0201165 / 001
 Plan Sponsor: Eramet Marietta, Inc.
 Valuation Date: January 1, 2013