

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 RETIREMENT PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES	<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;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1955</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 57-0160880</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 843-937-5636</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 511110</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/1955		2b Employer Identification Number (EIN) 57-0160880		2c Sponsor's telephone number 843-937-5636		2d Business code (see instructions) 511110	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 01/01/1955											
2b Employer Identification Number (EIN) 57-0160880											
2c Sponsor's telephone number 843-937-5636											
2d Business code (see instructions) 511110											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) EVENING POST PUBLISHING COMPANY 134 COLUMBUS STREET CHARLESTON, SC 29403	134 COLUMBUS STREET CHARLESTON, SC 29403										

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	PAUL SHARRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	PAUL SHARRY
	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 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1620
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 710
b Retired or separated participants receiving benefits	6b
c Other retired or separated participants entitled to future benefits.....	6c 834
d Subtotal. Add lines 6a , 6b , and 6c	6d 1544
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 10
f Total. Add lines 6d and 6e	6f 1554
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 5
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

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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 RETIREMENT PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 EVENING POST PUBLISHING COMPANY	D Employer Identification Number (EIN) 57-0160880

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

(a) Name of insurance carrier

METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5881829	65978	GAC578	1554	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 104505339**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 459081**c** Additions: (1) Contributions deposited during the year **7c(1)** 5100000(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 239(4) Transferred from separate account **7c(4)** 9187161(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 14287400**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 14746481**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 5593734(2) Administration charge made by carrier **7e(2)** 113250(3) Transferred to separate account **7e(3)** 7985677(4) Other (specify below) **7e(4)** 525130

▶ RISK CHARGES AND PLAN EXPENSES

(5) Total deductions **7e(5)** 14217791**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 528690

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
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 PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF EVENING POST PUBLISHING COMPANY	D Employer Identification Number (EIN) 57-0160880
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information	
1 Enter the valuation date: Month 01 Day 01 Year 2013	
2 Assets:	
a Market value	2a 96581664
b Actuarial value	2b 96779557
3 Funding target/participant count breakdown:	
(1) Number of participants (2) Funding Target	
a For retired participants and beneficiaries receiving payment	3a 517 52142455
b For terminated vested participants	3b 853 21605461
c For active participants:	
(1) Non-vested benefits	3c(1) 196879
(2) Vested benefits	3c(2) 39980105
(3) Total active	3c(3) 767 40176984
d Total	3d 2137 113924900
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 6.36 %
6 Target normal cost	6 700000

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.

<div>SIGN HERE</div>	<div>Signature of actuary</div> <div>LYNNETTE VAUGHN</div> <div>Type or print name of actuary</div> <div>TOWERS WATSON DELAWARE, INC.</div> <div>Firm name</div> <div>150 NORTH COLLEGE STREET SUITE 3050 CHARLOTTE, NC 28202</div> <div>Address of the firm</div>	<div>10/03/2014</div> <div>Date</div> <div>14-06464</div> <div>Most recent enrollment number</div> <div>704-620-6480</div> <div>Telephone number (including area code)</div>
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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)	165723	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	165723	0
10 Interest on line 9 using prior year's actual return of <u>9.30</u> %	15412	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		67954
b Interest on (a) using prior year's effective interest rate of <u>7.07</u> % except as otherwise provided (see instructions)		4804
c Total available at beginning of current plan year to add to prefunding balance		72758
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)	181135	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	84.79 %
15 Adjusted funding target attainment percentage	15	84.79 %
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	88.46 %
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
09/15/2014	1650000				
01/13/2014	1200000				
08/27/2013	1170000				
07/15/2013	1200000				
04/15/2013	1200000				
			Totals ▶	18(b)	6420000
				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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6074466
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 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	700000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	17326478	5521193	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	6221193	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	181135	0	181135
36 Additional cash requirement (line 34 minus line 35).....	36	6040058	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	6074466	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	34408	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	34408	
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		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 EVENING POST PUBLISHING COMPANY	D Employer Identification Number (EIN) 57-0160880	

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

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)

METROPOLITAN LIFE INSURANCE COMPANY

200 PARK AVENUE
12TH FLOOR
NEW YORK, NY 10166

13-5581829

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 28 23	RETAINED BY EMPLOYER	604157	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DIXSON HUGHES GOODMAN LLP

525 EAST BAY STREET
#100
CHARLESTON, SC 29403

56-0747981

(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?
10	RETAINED BY EMPLOYER	10000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

150 N COLLEGE STREET
SUITE 3050
CHARLOTTE, NC 28202

23-1159360

(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?
11	RETAINED BY EMPLOYER	121541	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
(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
(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
(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
(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
(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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>RETIREMENT PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>EVENING POST PUBLISHING COMPANY</u>	D Employer Identification Number (EIN) <u>57-0160880</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 677</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5187406</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 235</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10320680</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 731</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15463710</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 518</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8546435</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 263</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12883230</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 377</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>METROPOLITAN SA 377</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: [METROPOLITAN SA 135](#)**b** Name of sponsor of entity listed in (a): [METROPOLITAN LIFE INSURANCE COMPANY](#)

c EIN-PN 13-5581829-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12822070
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a Name of MTIA, CCT, PSA, or 103-12 IE: [METROPOLITAN BROADMARKET FUND SA 41](#)**b** Name of sponsor of entity listed in (a): [METROPOLITAN LIFE INSURANCE COMPANY](#)

c EIN-PN 13-5581829-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [METROPOLITAN INDEX FUND MI VIA SAIL](#)**b** Name of sponsor of entity listed in (a): [METROPOLITAN LIFE INSURANCE COMPANY](#)

c EIN-PN 13-5581829-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10631216
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a Name of MTIA, CCT, PSA, or 103-12 IE: [METROPOLITAN SEPARATE ACCOUNT 294](#)**b** Name of sponsor of entity listed in (a): [METROPOLITAN LIFE INSURANCE COMPANY](#)

c EIN-PN 13-5581829-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13934599
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a Name of MTIA, CCT, PSA, or 103-12 IE: [METROPOLITAN SEPARATE ACCOUNT 237](#)**b** Name of sponsor of entity listed in (a): [METROPOLITAN LIFE INSURANCE COMPANY](#)

c EIN-PN 13-5581829-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14765992
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

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 PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EVENING POST PUBLISHING COMPANY</u>	D Employer Identification Number (EIN) <u>57-0160880</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	-96351	217617
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	6484948	1029304
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	4734470	6477346
	(2) U.S. Government securities	1c(2)	37125077	21238890
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	18200576	26684090
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	5999	
	(B) Common.....	1c(4)(B)	37243459	51630724
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		528690
	(15) Other.....	1c(15)	1700	1800

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	103699878	107808461

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	9073202	2774432
k Total liabilities (add all amounts in lines 1g through 1j)	1k	9073202	2774432

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	94626676	105034029
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5100000	
(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)		5100000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	239	
(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)		239
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2927222	
(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)		2927222
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	7138892	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		7138892

		(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)		1931564
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		17097917

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5593734	
(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)		5593734
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)	80833	
(2) Contract administrator fees	2i(2)	113250	
(3) Investment advisory and management fees	2i(3)	458451	
(4) Other	2i(4)	444296	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1096830
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6690564

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10407353
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: DIXON HUGHES GOODMAN LLP

(2) EIN: 56-0747981

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		2000000
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 PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EVENING POST PUBLISHING COMPANY</u>	D Employer Identification Number (EIN) <u>57-0160880</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>13-5581829</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>24</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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: 51.0% Investment-Grade Debt: 49.0% 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 Plan and Trust for Employees
of Evening Post Publishing Company and
Affiliated Companies**

Financial Statements
and
Supplemental Schedules
December 31, 2013 and 2012

(with Independent Auditors' Report thereon)

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Table of Contents
December 31, 2013 and 2012

Independent Auditors' Report	1
-------------------------------------	----------

Financial Statements

Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to the Financial Statements	5

Supplemental Schedules

Schedule of Assets (Held at End of Year)	13
Schedule of Reportable Transactions	14



DIXON HUGHES GOODMAN^{LLP}
Certified Public Accountants and Advisors

Independent Auditors' Report

To the Retirement Committee of
Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Charleston, South Carolina

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies (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

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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Metropolitan Life Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Independent Auditors' Report - continued

Other Matter

The supplemental schedules as of and for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974

Dixon Hughes Goodman LLP

October 2, 2014
Charleston, South Carolina

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<u>Assets</u>		
Investments at fair value (See Notes 5, 6, 7)	\$ 105,034,030	\$ 95,085,757
Receivables		
Employer contributions	<u>2,850,000</u>	<u>1,530,000</u>
Net assets available for benefits	<u>\$ 107,884,030</u>	<u>\$ 96,615,757</u>

The accompanying notes are an integral part of these financial statements

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
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 attributed to		
Investment income		
Net appreciation in fair value of investments	\$ 9,607,035	\$ 6,531,199
Interest and dividends	<u>1,931,523</u>	<u>1,967,313</u>
	<u>11,538,558</u>	<u>8,498,512</u>
Contributions		
Employer	<u>6,420,000</u>	<u>4,932,486</u>
Total additions	<u>17,958,558</u>	<u>13,430,998</u>
Deductions from net assets attributed to		
Benefits paid to participants	5,593,733	5,391,845
Administrative expenses	<u>1,096,552</u>	<u>1,064,664</u>
Total deductions	<u>6,690,285</u>	<u>6,456,509</u>
Net change	11,268,273	6,974,489
Net assets available for benefits		
Beginning of year	<u>96,615,757</u>	<u>89,641,268</u>
End of year	<u><u>\$ 107,884,030</u></u>	<u><u>\$ 96,615,757</u></u>

The accompanying notes are an integral part of these financial statements.

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

1. Description of Plan

The following description of the Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit pension plan covering substantially all employees of Evening Post Industries, Inc. (the "Company"). The Retirement Committee of the Company controls and manages the operation and administration of the Plan. Metropolitan Life Insurance and Annuity Company (the "Custodian") serves as the custodian of the Plan, and together with several investment managers, manages the Plan's investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective December 31, 2008, the Plan was frozen and eligibility into the Plan was closed to any new participants.

Pension Benefits

Participants with five years of continuous service, as defined by the Plan, are entitled to pension benefits upon retirement. If employees terminate before rendering five years of continuous service, they forfeit the right to receive pension benefits upon retirement. Pension benefits are provided to participants under several types of retirement options based upon years of continuous service and age. Retirement benefits are paid to pensioners or beneficiaries in various forms of joint and survivor annuities, including a lump-sum payment option.

Death and Disability Benefits

In the event of a vested employee's death, his or her designated beneficiary will be entitled to receive a survivor benefit equal to fifty percent of the participant's accrued benefit according to the Plan provisions. The survivor benefit commences on the earliest date that the deceased participant could have elected to receive retirement benefits. If a participant with 15 or more years of service becomes disabled, he or she may elect disability retirement which commences when the benefits under the Plan Sponsor's disability insurance expire.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of net assets available for benefits, 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. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for a discussion of fair value measurements.

The assets of the Plan are invested in accounts maintained by Metropolitan Life Insurance and Annuity Company. A portion of assets are invested in pooled separate accounts which are multiple employer funds and are segregated at market value as determined by the Custodian in accordance with accepted practices, laws and regulations.

Assets are also maintained in an immediate participation guaranteed funds contract which is valued at contract value, which approximates fair value, by the Custodian in its general account. The contract value represents contributions made by the Company under contract plus interest at the per annum contract rate less benefits paid to participants, contract administration fees and other direct expenses.

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

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.

Payment of Benefits

Benefits are recorded upon distribution.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 2, 2014, the date the financial statements were available to be issued.

3. Funding Policy

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in the amount as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2013 and 2012.

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

4. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation for the highest five years of consecutive calendar years of pensionable pay during the ten year period ending on the earlier of the participant's termination date or December 31, 2008, 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 to the valuation date.

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

The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective. During 2013, certain amendments to the Plan became effective which did not increase accumulated plan benefits. See Note 14 for additional information.

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

The significant actuarial assumptions used in the valuations as of January 01, 2013 and 2012 were:

Actuarial cost method	Projected unit credit method
Discount rate	4.05% and 4.4%, respectively
Assumed return on investments	7.5% and 8%, respectively
Mortality rate	RP-2000 Table with mortality phased out by 2030 for healthy participants; PBGC Disabled Mortality Table for disabled participants.
Retirement age	Age 65 or age on actuarial value date, if greater

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

The actuarial present value of accumulated plan benefits was as follows:

	<u>January 1, 2013</u>
Vested benefits:	
Participants currently receiving benefits	\$ 60,422,768
Other participants	<u>90,908,953</u>
Total vested benefits	151,331,721
Non-vested benefits	<u>192,461</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 151,524,182</u></u>

The actuarial present value of accumulated plan benefits increased as follows:

	<u>January 1, 2013</u>
Actuarial present value of accumulated plan benefits, January 1, 2012	\$ 143,329,824
Increase (decrease) attributable to:	
Actuarial losses	76,997
Decrease in the discount period	6,189,162
Benefits paid	(5,392,124)
Change in actuarial assumptions	<u>7,320,323</u>
Actuarial present value of accumulated plan benefits, January 1, 2013	<u><u>\$ 151,524,182</u></u>

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

5. Unaudited Information Certified by Custodian

The accompanying financial statements include the following unaudited information as of December 31, 2013 and 2012 and for the years then ended, which was obtained from data prepared and certified to be complete and accurate by the Plan's custodian:

	<u>2013</u>	<u>2012</u>
Investments *	\$ 105,034,030	\$ 95,085,757
Interest and dividends	\$ 1,931,523	\$ 1,967,313
Net appreciation in fair value of investments	\$ 9,607,035	\$ 6,531,199

The certification mentioned above includes all investment information discussed in Notes 6 and 7.

*All investments are certified at fair value

6. Investments

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

	<u>December 31,</u>	
	<u>2013</u>	<u>2012</u>
MetLife Metropolitan Index Fund MI VIA SA #11	\$ 10,631,216	\$ 9,419,599
MetLife Intermediate Duration Alliance Bond Fund #135	12,822,071	14,132,296
MetLife Separate Account #41	-	14,126,439
MetLife Separate Account #235	10,320,680	-
MetLife Separate Account #263	12,833,230	14,154,014
MetLife Separate Account #294	13,934,599	9,621,964
MetLife Separate Account #237	14,765,992	*
MetLife Separate Account #377	-	14,137,981
MetLife Separate Account #518	8,546,436	9,479,503
MetLife Separate Account #731	15,463,710	-

* Amount represents less than 5% of net assets at end of the year

During the years ended December 31, 2013 and 2012, the Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$9,607,035 and \$6,531,199, respectively

7. Fair Value Measurements

Fair value as defined under GAAP is an exit price, representing 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. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

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.

Level 2 investment securities include pooled separate accounts for which quoted prices are not available in active markets for identical instruments. Pooled separate accounts are valued at the closing net asset value (NAV) of the units held by the Plan at year end based on information certified by the custodian.

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

Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Fixed income (a)	\$ -	\$ 51,439,691	\$ -	\$ 51,439,691
Growth (b)	-	53,065,649	-	53,065,649
Guaranteed investment contract (c)	-	-	528,690	528,690
Total investments	<u>\$ -</u>	<u>\$ 104,505,340</u>	<u>\$ 528,690</u>	<u>\$ 105,034,030</u>

Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Fixed income (a)	\$ -	\$ 42,424,291	\$ -	\$ 42,424,291
Growth (b)	-	52,202,385	-	52,202,385
Guaranteed investment contract (c)	-	-	459,081	459,081
Total investments	<u>\$ -</u>	<u>\$ 94,626,676</u>	<u>\$ 459,081</u>	<u>\$ 95,085,757</u>

(a) The fixed income asset class is generally comprised of investment options that invest in bonds, or debt of a company or government entity (including U.S. and Non- U S). It may also include real estate investment options that directly own property. There are no unfunded commitments, redemption frequency restrictions, or redemption restrictions.

(b) The growth asset class seeks long-term growth of capital. The fund invests primarily in equity securities of foreign companies. Its investments will normally be diversified across many different countries and regions, including countries with emerging markets. The fund will invest in equity securities of small, medium, and large capitalization companies. It invests in value equity securities, an investment strategy that emphasizes buying equity securities that appear to be undervalued. There are no unfunded commitments, redemption frequency restrictions, or redemption restrictions.

(c) Represents investment in a guaranteed investment contract with Metropolitan Life Insurance and Annuity Company. The contract amount is valued at contract value, which approximates fair value, by the Custodian in its general account. The contract value represents contributions made by the Company under contract plus interest at the per annum contract rate less benefits paid to participants, contract administration fees and other direct expenses. There are no unfunded commitments, redemption frequency is allowed daily, and there is no redemption notice period (see Note 8).

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

Due to significant unobservable inputs included in the valuation model for the guaranteed investment contract, the resulting fair value of this security is classified as Level 3. Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 8). Since the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Investment Committee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate.) Disclosure of unobservable inputs to fair value measurement has not been included for the GIC because quantitative unobservable inputs are not developed by the Plan when measuring fair value and have not been made available to the plan by the insurance company.

The Plan recognizes transfers between the levels as of the actual date of the event or change in circumstances that caused the transfer. Gross transfers between the levels were not significant for the years ended December 31, 2013 and 2012.

The following table illustrates the activity of Level 3 assets measured at fair value on a recurring basis:

	December 31,	
	2013	2012
Fair value, beginning of year	\$ 459,081	\$ 462,820
Realized gains (losses)	239	123
Purchases	5,100,000	6,802,486
Sales	(5,537,238)	(5,300,397)
Issuances	9,187,161	8,996,851
Settlements	(8,680,553)	(10,502,802)
Fair value, end of year	<u>\$ 528,690</u>	<u>\$ 459,081</u>

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

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation/depreciation in fair value of investments in the statement of changes in net assets available for benefits.

8. Investment Contract with Insurance Company

The Company maintains an Immediate Participation Guarantee contract with Metropolitan Life Insurance and Annuity Company ("MetLife"). Funds are invested with MetLife in pooled separate accounts. An investment committee monitors the performance of the funds and directs the investments on a quarterly basis.

The funds are used to pay monthly benefits to retired participants, who have been issued a guaranteed annuity by MetLife at the time of retirement. Funds are not withdrawn to purchase the annuity, rather funds remain in the pooled separate accounts and MetLife requires the Company to maintain a minimum balance requirement ("MBR") in order to meet the contract liabilities created by the annuity guarantees. The MBR is calculated by determining the present day value of the annuity, and then recognizing the value of the fund assets. Generally, fixed income is recognized at 100% and equities at 75% of market value.

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

9. Exempt Party-In-Interest Transactions

Certain Plan investments are shares of pooled separate accounts and insurance contracts managed by Metropolitan Life Insurance and Annuity Company. Metropolitan Life Insurance and Annuity Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each fund. Fees paid to the custodian by the Plan for administrative services were \$604,157 and \$544,726 for the years ended December 31, 2013 and 2012, respectively.

10. Tax Status

The Internal Revenue Service (the "IRS") has determined and informed the Company by a letter dated December 3, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code (the "IRC"). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires 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 administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

11. Risks and Uncertainties

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

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

12. Plan Termination

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Notes to the Financial Statements
December 31, 2013 and 2012

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

On December 31, 2008 (Freeze Date), the Plan was amended to freeze participants' plan benefits. Upon freezing the Plan, all participants with less than 5 years of service, who remained in service, were able to continue working towards their five years in order to become fully vested in their accrued retirement benefits. However, only the years of service and compensation earned prior to December 31, 2008 will be considered for calculation of the retirement benefit. New employees since the Freeze Date will not be eligible to participate in the Plan.

13. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2013	2012
Net assets available for benefits per the financial statements	\$ 107,884,030	\$ 96,615,757
Contribution receivable not reflected on Form 5500	(2,850,000)	(1,530,000)
Immediate participation guarantee funds not reflected on Form 5500	-	(459,081)
Other	(1)	-
Net assets available for benefits per Form 5500	<u>\$ 105,034,029</u>	<u>\$ 94,626,676</u>

The following is a reconciliation of increases per the financial statements for the year ended December 31, 2013 and 2012 to Schedule H of Form 5500.

	December 31,	
	2013	2012
Increase in net assets per the financial statements	\$ 11,268,273	\$ 6,974,489
Deduct current year employer contribution receivable	(2,850,000)	(1,530,000)
Add prior year employer contribution receivable	1,530,000	3,400,000
Other	459,080	-
Net income per Form 5500	<u>\$ 10,407,353</u>	<u>\$ 8,844,489</u>

14. Amendments

Effective July 26, 2013 the Plan was amended to reflect a change in the Company name to Evening Post Industries, Inc., formerly Evening Post Publishing Company.

The Plan was also amended to reflect certain provisions of Section 436 of the Internal Revenue Code and the regulations thereunder. Section 436 deals with limitations applying to the Plan if adjusted funding target attainment percentage is below certain thresholds or the Company is in bankruptcy. The amendment is effective retrospectively beginning on Plan years after December 31, 2007. The amendment had no effect on net assets available for benefits in any period after the effective date of amendment, including the Plan years ending December 31, 2013 and 2012.

Supplemental Schedules

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Form 5500, Schedule H, Line 4i--Schedule of Assets (Held at End of Year)
December 31, 2013

EIN: 57-0160880

Plan No 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
*	MetLife Metropolitan Index Fund MI VIA SA #11	Pooled separate account		\$ 10,631,216
*	MetLife Intermediate Duration Alliance Bond Fund #135	Pooled separate account		12,822,071
*	MetLife Separate Account #235	Pooled separate account		10,320,680
*	MetLife Separate Account #263	Pooled separate account		12,833,230
*	MetLife Separate Account #294	Pooled separate account		13,934,599
*	MetLife Separate Account #237	Pooled separate account		14,765,992
*	MetLife Separate Account #518	Pooled separate account		8,546,436
*	MetLife Separate Account #677	Pooled separate account		5,187,406
*	MetLife Separate Account #731	Pooled separate account		15,463,710
*	MetLife Immediate Participation Guaranteed Funds Contract	Insurance contract		528,690
				<u>\$105,034,030</u>

*Party-in interest

**Cost information not provided by custodian

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Form 5500, Schedule H, Line 4j--Schedule of Reportable Transactions
For the Year Ended December 31, 2013

EIN: 57-0160880

Plan No 001

(a) Identity of party involved (b) Description of Security	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series In Same Security							
Sales:							
Metlife- Insurance Contract	*	\$ 14,217,790	\$ -	\$ -	*	\$ 14,217,790	*
MetLife Separate Account #41	*	\$ 14,907,450	\$ -	\$ -	*	\$ 14,907,450	*
MetLife Separate Account #377	*	\$ 14,816,617	\$ -	\$ -	*	\$ 14,816,617	*
MetLife Separate Account #237	*	\$ 619,216	\$ -	\$ -	*	\$ 619,216	*
MetLife Separate Account #417	*	\$ 5,884,262	\$ -	\$ -	*	\$ 5,884,262	*
MetLife Separate Account #518	*	\$ 4,728,694	\$ -	\$ -	*	\$ 4,728,694	*
MetLife Separate Account #731	*	\$ 487,290	\$ -	\$ -	*	\$ 487,290	*
MetLife Separate Account #235	*	\$ 4,895,293	\$ -	\$ -	*	\$ 4,895,293	*
MetLife Separate Account #677	*	\$ 49,883	\$ -	\$ -	*	\$ 49,883	*
Purchases:							
MetLife- Insurance Contract	\$ 14,287,400	\$ -	\$ -	\$ -	*	\$ 14,287,400	\$ -
MetLife Separate Account #41	\$ 1,137,613	\$ -	\$ -	\$ -	*	\$ 1,137,613	\$ -
MetLife Separate Account #377	\$ 1,041,644	\$ -	\$ -	\$ -	*	\$ 1,041,644	\$ -
MetLife Separate Account #237	\$ 9,261,052	\$ -	\$ -	\$ -	*	\$ 9,261,052	\$ -
MetLife Separate Account #417	\$ 533,467	\$ -	\$ -	\$ -	*	\$ 533,467	\$ -
MetLife Separate Account #518	\$ 605,185	\$ -	\$ -	\$ -	*	\$ 605,185	\$ -
MetLife Separate Account #731	\$ 15,890,502	\$ -	\$ -	\$ -	*	\$ 15,890,502	\$ -
MetLife Separate Account #235	\$ 14,965,376	\$ -	\$ -	\$ -	*	\$ 14,965,376	\$ -
MetLife Separate Account #677	\$ 5,202,920	\$ -	\$ -	\$ -	*	\$ 5,202,920	\$ -
Single Transactions							
Purchases:							
MetLife Separate Account #237	\$ 8,901,532	\$ -	\$ -	\$ -	*	\$ 8,901,532	\$ -
MetLife Separate Account #731	\$ 14,669,771	\$ -	\$ -	\$ -	*	\$ 14,669,771	\$ -
MetLife Separate Account #235	\$ 14,680,376	\$ -	\$ -	\$ -	*	\$ 14,680,376	\$ -
MetLife Separate Account #677	\$ 5,202,920	\$ -	\$ -	\$ -	*	\$ 5,202,920	\$ -
Sales:							
MetLife Separate Account #41	*	\$ 14,685,894	\$ -	\$ -	*	\$ 14,685,894	*
MetLife Separate Account #377	*	\$ 14,684,791	\$ -	\$ -	*	\$ 14,684,791	*
MetLife Separate Account #417	*	\$ 5,527,121	\$ -	\$ -	*	\$ 5,527,121	*

* Information not provided by custodian

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Form 5500, Schedule H, Line 4j--Schedule of Reportable Transactions
For the Year Ended December 31, 2013

EIN: 57-0160880

Plan No. 001

(a) Identity of party involved (b) Description of Security	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series In Same Security							
Sales:							
MetLife- Insurance Contract	*	\$ 14,217,790	\$ -	\$ -	*	\$ 14,217,790	*
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MetLife Separate Account #518	*	\$ 4,728,694	\$ -	\$ -	*	\$ 4,728,694	*
MetLife Separate Account #731	*	\$ 487,290	\$ -	\$ -	*	\$ 487,290	*
MetLife Separate Account #235	*	\$ 4,895,293	\$ -	\$ -	*	\$ 4,895,293	*
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Purchases:							
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Single Transactions							
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MetLife Separate Account #677	\$ 5,202,920	\$ -	\$ -	\$ -	*	\$ 5,202,920	\$ -
Sales:							
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MetLife Separate Account #377	*	\$ 14,684,791	\$ -	\$ -	*	\$ 14,684,791	*
MetLife Separate Account #417	*	\$ 5,527,121	\$ -	\$ -	*	\$ 5,527,121	*

* Information not provided by custodian.

Retirement Plan and Trust for Employees of Evening Post Publishing Company and Affiliated Companies
Form 5500, Schedule H, Line 4i--Schedule of Assets (Held at End of Year)
December 31, 2013

EIN: 57-0160880

Plan No. 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
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*	MetLife Separate Account #731	Pooled separate account		15,463,710
*	MetLife Immediate Participation Guaranteed Funds Contract	Insurance contract		528,690
				<u>\$105,034,030</u>

*Party-in interest

**Cost information not provided by custodian.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 PLAN AND TRUST FOR EMPLOYEES OF EVENING POST PUBLISHING COMPANY AND AFFILIATED COMPANIES	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF EVENING POST PUBLISHING COMPANY	D Employer Identification Number (EIN) 57-0160880	

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		96581664
b Actuarial value	2b		96779557
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	517	52142455
b For terminated vested participants.....	3b	853	21605461
c For active participants:			
(1) Non-vested benefits	3c(1)		196879
(2) Vested benefits	3c(2)		39980105
(3) Total active	3c(3)	767	40176984
d Total.....	3d	2137	113924900
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		6.36 %
6 Target normal cost	6		700000

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	Lynnette Vaughn Signature of actuary	10/03/2014 Date
	LYNNETTE VAUGHN Type or print name of actuary	14-06464 Most recent enrollment number
	TOWERS WATSON DELAWARE, INC. Firm name	704-620-6480 Telephone number (including area code)
	150 NORTH COLLEGE STREET SUITE 3050 CHARLOTTE, NC 28202 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)	165723	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	165723	0
10 Interest on line 9 using prior year's actual return of <u>9.30</u> %	15412	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		67954
b Interest on (a) using prior year's effective interest rate of <u>7.07</u> % except as otherwise provided (see instructions)		4804
c Total available at beginning of current plan year to add to prefunding balance		72758
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)	181135	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	84.79 %
15 Adjusted funding target attainment percentage	15	84.79 %
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	88.46 %
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
09/15/2014	1650000				
01/13/2014	1200000				
08/27/2013	1170000				
07/15/2013	1200000				
04/15/2013	1200000				
			Totals ►	18(b)	6420000
				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 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 6074466
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 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	700000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	
a Net shortfall amortization installment.....		17326478	5521193
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	6221193
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....	181135	0	181135
36 Additional cash requirement (line 34 minus line 35).....		36	6040058
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	6074466
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	34408
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	34408
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	

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Summary of Plan Provisions**

Plan Provisions

The most recent amendment reflected in the following plan provisions was adopted on December 18, 2009 and effective January 1, 2010.

Covered Employees	All employees excluding bargaining and leased employees. Employees who are not participants as of December 31, 2008 will not be covered under the Plan.
Participation Date	<p><u>Employees hired prior to October 1, 1990:</u> First day of the month coincident with or next following completion of three consecutive months of service during which at least 83 1/3 hours were worked each month and attainment of age 21.</p> <p><u>Employees hired on or after October 1, 1990:</u> First day of the month coincident with or next following completion of 1,000 hours during the 12-month period from hire date and attainment of age 21.</p> <p>Only employees satisfying participation requirements as of December 31, 2008 shall become participants under the Plan.</p>

Definitions

Vesting service	Effective January 1, 1991, one year for each 1,000-hour plan year of employment. Prior to that date, years and months of service from date service begins. Service commencement dates vary by division as set forth in Exhibit A in the plan document. For employees in sold division, service with a successor corporation is credited for vesting purposes.
Pension service	<p>Effective January 1, 1991, one year for each 1,000-hour plan year of employment. Prior to that date, years and months of service from date service begins. Service commencement dates vary by division as set forth in Exhibit A in the plan document.</p> <p>Effective December 31, 2008, in no event shall a participant earn pension service for hours of service after December 31, 2008.</p>
Pensionable pay	W-2 earnings, plus 401(k) deferrals. Effective December 31, 2008, no pay earned or paid after December 31, 2008 will be considered.
Average earnings	The average of the highest five consecutive calendar years of pensionable pay during the ten-year period ending on the earlier of the participant's termination date or retirement date.
Average pay	<p>The lesser of (i) and (ii):</p> <p>(i) Pensionable pay (excluding any amount in excess of the Social Security Wage Base in effect at the beginning of the plan year) averaged over the three full consecutive plan years ending coincident with or before retirement, termination or death.</p> <p>(ii) Covered Compensation.</p>

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Summary of Plan Provisions**

Covered Compensation	Average of the Social Security Wage Bases over the 35 year period ending with the year in which a participant reaches his Social Security retirement age or December 31, 2008, if earlier.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 or the fifth anniversary of participation date, if later.
Monthly pension benefit	As of any date, one-twelfth of 2.0% of average earnings for up to 35 years of pension service, less .359% of average pay for up to 35 years of pension service.
Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday.

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service.
Postponed retirement	Retirement after NRD.
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service.
Disability	Retirement after completing fifteen years of vesting service if totally and permanently disabled.
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 5/12 of 1% for each month commencement of payment precedes NRD.
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Disability termination	If covered by the Long Term Disability Plan, a monthly pension benefit determined assuming participant had remained in service to NRD with pensionable pay continuing at the same rate as in effect at disability. Disability benefits are payable upon cessation of payments under the LTD plan. If not covered by the LTD plan, the accrued monthly pension benefit determined as of and with payments commencing as of the date payments under the short term disability plan cease.
Termination with deferred vested benefits	Monthly pension benefit determined as of termination date. Participants who have earned at least ten years of vesting service may elect to receive payments after reaching age 55. Benefits are reduced in the same manner as for early retirement.

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Summary of Plan Provisions**

Death with preretirement spouse benefit	Monthly preretirement spouse benefit is payable. Effective January 1, 2010, benefits of actuarial value less than \$1,000 are automatically cashed out, and, for benefits of actuarial value between \$1,000 and \$5,000, a lump sum option is available.
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Other Plan Provisions

Forms of payment	Preretirement spouse benefits are payable only as described above. Monthly pension benefits are paid as described above, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 75% or 100% joint and survivor annuity, a ten-year certain and life annuity, or, effective January 1, 2010, a small lump sum option (\$1,000 to \$5,000).
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Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Statutory increases in the maximum pay limit that became effective after 2002 are not recognized by the plan. The maximum pay recognized in calendar years 2002 and later is \$200,000.
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Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods**

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

- | | |
|---------------------|-----------------|
| ▶ Applicable month | September 2012 |
| ▶ Yield curve basis | 3-Segment rates |

Interest 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	6.36%	5.01%

Annual rates of increase

- | | |
|--|-----|
| ▶ Compensation ¹ | N/A |
| ▶ Future Social Security wage bases ¹ | N/A |
| ▶ Statutory limits on compensation ² | N/A |

¹ Accruals frozen in plan effective December 31, 2008

² Statutory limits on compensation remain at \$200,000 for calendar years 2002 and later

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods**

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant. Effective 12/31/2008 any employee who had not become a participant as of this date will not become a participant.

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

Mortality

- ▶ Healthy and Disabled Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA).

Termination

Rates varying by age and service (representative rates):

Years of Service			
Age	≤1	3	≥5
25	.288	.222	.250
40	.196	.138	.102
50	.156	.106	.056

Disability

None

Retirement

Rates varying by eligible retirement ages

Age	Rate
55	.01000
56	.01010
57	.01020
58	.01031
59	.01042
60	.02105
61	.03226
62	.15000
63	.05000
64	.10000
65	1.00000

Form of payment Life annuity if single and 50% J&S if married.

Deferred benefits Assumed to commence at age 62 with 10 years of service.

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods**

Percent Married	60% of males; 60% of females.
Spouse age	Wife three years younger than husband.
Covered pay	Not applicable (accruals frozen as of December 31, 2008).
Administrative expense	Plan-related expenses of \$700,000 are assumed during 2013.
Special at-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect a life annuity, if single, and 50% joint and survivor annuity, if married.
Cash flow	
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month.

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 dates 12 and 24 months before the valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (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 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. Towers Watson has reviewed documentation provided by Evening Post Industries, Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods**

Change in assumptions and
methods since prior valuation

The segment interest rates used to determine minimum funding requirements (and benefit restrictions) were updated from an applicable month of September 2011 to September 2012 and further modified by applying the corridors of MAP-21.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

The assumed plan-related expenses added to the target normal cost were changed from \$600,000 in 2012 to \$700,000 in 2013.

The valuation software used to produce the actuarial asset information submitted on this schedule has been changed and such modification may be considered to be a method change. The percentage change in plan assets due to the refinements in the software is less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

Retirement Plan for Employees of Evening Post Publishing Company and Affiliated Companies

EIN: 57-0160880 PN: 001

Schedule SB, line 32 - Schedule of Amortization Bases

	Date of Base Creation	Initial Amount	Amortization Installment	Remaining Period	PV of Future Installments
Shortfall Amortization Bases					
2008 Shortfall	1/1/2008	21,630,089	3,617,792	2	7,065,295
2009 Shortfall	1/1/2009	(7,724,676)	(1,370,734)	3	(3,921,656)
2010 Shortfall	1/1/2010	10,933,467	1,840,015	4	6,856,466
2011 Shortfall	1/1/2011	10,663,570	1,754,472	5	7,984,427
2012 Shortfall	1/1/2012	(10,632,764)	(1,804,642)	6	(9,551,772)
2013 Shortfall	1/1/2013	8,893,718	1,484,290	7	8,893,718
Total Shortfall Amortization Installments			5,521,193		17,326,478
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		0
Total Amortization Installments			5,521,193		17,326,478
Total Amortization Installments reflecting minimum of 0 on Total Shortfall Installments			5,521,193		

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, line 26 - Schedule of Active Participant Data**

Attained Age		Completed Years of Service									
		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
Under 25	Count	0	0	0	0	0	0	0	0	0	0
25 to 29	Count	0	31	0	0	0	0	0	0	0	0
30 to 34	Count	0	43	21	0	0	0	0	0	0	0
35 to 39	Count	0	33	32	16	0	0	0	0	0	0
40 to 44	Count	0	24	37	18	16	3	0	0	0	0
45 to 49	Count	0	19	40	27	22	11	1	0	0	0
50 to 54	Count	0	22	36	27	17	27	14	3	0	0
55 to 59	Count	0	14	36	30	13	17	18	13	1	0
60 to 64	Count	0	10	16	13	7	10	3	7	3	0
65 to 69	Count	0	1	4	2	1	0	2	1	0	0
70 & up	Count	0	1	2	1	0	1	0	0	0	0

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Line 25 - Change in Methods**

The valuation software used to produce the actuarial asset information submitted on this schedule has been changed and such modification may be considered to be a method change. The percentage change in plan assets due to the refinements in the software is less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001**

Schedule SB, line 22 - Description of Weighted Average Retirement Age

<u>Age</u>	<u>Retirement Rate</u>	<u>Weighting</u>	<u>Age x Weight</u>
55	1.00%	0.0100	0.55
56	1.01%	0.0100	0.56
57	1.02%	0.0100	0.57
58	1.03%	0.0100	0.58
59	1.04%	0.0100	0.59
60	2.11%	0.0200	1.20
61	3.23%	0.0300	1.83
62	15.00%	0.1350	8.37
63	5.00%	0.0382	2.41
64	10.00%	0.0727	4.65
65	100.00%	0.6540	42.51
		1.0000	63.83

Average Retirement Age : 64

**Retirement Plan for Employees of Evening Post
Publishing Company and Affiliated Companies
EIN: 57-0160880 PN: 001
Schedule SB, Line 24 - Change in Actuarial Assumptions**

The assumed plan-related expenses added to the target normal cost were changed from \$600,000 in 2012 to \$700,000 in 2013 to better reflect future expectations.