

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <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 HEXPOL RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>08/01/2004</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) HEXPOL HOLDING, INC. 14330 KINSMAN ROAD BURTON, OH 44021-9648	2b Employer Identification Number (EIN) <u>80-0314696</u> 2c Sponsor's telephone number <u>704-978-0122</u> 2d Business code (see instructions) <u>325200</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	NANCY CAMPBELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	ERNIE ULMER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	982
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	1018
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	73
d Subtotal. Add lines 6a , 6b , and 6c		6d	1091
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	3
f Total. Add lines 6d and 6e		6f	1094
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	800
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 3D 2S 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan <u>HEXPOL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEXPOL HOLDING, INC.</u>	D Employer Identification Number (EIN) <u>80-0314696</u>

Part I Service Provider Information (see instructions)

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
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	126116	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MBS FINANCIAL PLANNING SERVICES INC

34-1448813

(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?
28 50	NONE	30000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CORNERSTONE CAPITAL

(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?
28 50	NONE	10000	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)

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 71 59 62	NONE	4373	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

CHARLES SCHWAB BANK

42-1558009

(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?
49 50 52 25 62	NONE	27	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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
CHARLES SCHWAB & CO AND AFFILIATES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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.	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 HEXPOL RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HEXPOL HOLDING, INC.	D Employer Identification Number (EIN) 80-0314696	

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: MORLEY STABLE VALUE FUND			
b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY			
c EIN-PN 93-6274329-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8585415	
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2010			
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK			
c EIN-PN 81-0625169-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2051125	
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2020			
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK			
c EIN-PN 81-0625169-013	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5321707	
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2030			
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK			
c EIN-PN 81-0625169-015	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2161266	
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2040			
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK			
c EIN-PN 81-0625169-017	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1246397	
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2050			
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK			
c EIN-PN 81-0625169-019	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 539138	
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET INC CL IV			
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK			
c EIN-PN 81-0625169-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 161833	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan HEXPOL RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HEXPOL HOLDING, INC.	D Employer Identification Number (EIN) 80-0314696	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	
(2) Participant contributions		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	1913
(6) Real estate (other than employer real property).....		1c(6)	
(7) Loans (other than to participants)		1c(7)	
(8) Participant loans.....		1c(8)	2624701
(9) Value of interest in common/collective trusts		1c(9)	17456225
(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)	34904730
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other.....		1c(15)	792029
			967546

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	55779598	67762212

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	55779598	67762212
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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)	1380681	
(B) Participants	2a(1)(B)	2546134	
(C) Others (including rollovers)	2a(1)(C)	184521	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4111336
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	110975	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		110975
(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)	742279	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		742279
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1576945
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8098239
c Other income	2c		105683
d Total income. Add all income amounts in column (b) and enter total	2d		14745457

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2596727	
(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)		2596727
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	40000	
(4) Other	2i(4)	126116	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		166116
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2762843

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11982614
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BROCKMAN, COATS, GEDELIAN & COMPANY

(2) EIN: 34-1526704

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		500000
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>HEXPOL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HEXPOL HOLDING, INC.</u>	D Employer Identification Number (EIN) <u>80-0314696</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	<u>0</u>
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>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HEXPOL RETIREMENT SAVINGS PLAN

December 31, 2013 and 2012

FINANCIAL STATEMENTS

AND SUPPLEMENTAL SCHEDULE



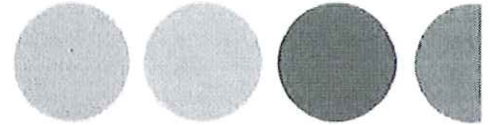
HEXPOL RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor of
Hexpol Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hexpol Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits – modified cash basis for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

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.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Our opinion is not modified with respect to that matter.

Other Matter

The supplemental schedule of assets (held at end of year) – modified cash basis is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Brockman, Coats, Geddes & Co.

October 8, 2014

HEXPOL RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS –
MODIFIED CASH BASIS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at contract/fair value	\$ 65,054,434	\$ 53,154,897
Notes receivable from participants	<u>2,707,778</u>	<u>2,624,701</u>
Net assets available for benefits	<u>\$ 67,762,212</u>	<u>\$ 55,779,598</u>

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

HEXPOL RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS – MODIFIED CASH BASIS for the years ended December 31, 2013 and 2012

	2013	2012
Additions:		
Investment income:		
Interest and dividends	\$ 861,258	\$ 968,739
Interest income on notes receivable from participants	110,975	100,204
Net appreciation in contract/fair value of investments	9,660,487	4,800,820
Total investment income	10,632,720	5,869,763
Contributions:		
Participant contributions	2,546,134	2,452,325
Employer contributions	1,380,681	1,360,734
Rollover contributions	184,521	152,081
Total contributions	4,111,336	3,965,140
Total additions	14,744,056	9,834,903
Deductions:		
Benefits paid to participants	2,596,727	3,988,668
Administrative expenses	164,715	151,194
Total deductions	2,761,442	4,139,862
Net increase prior to plan transfers	11,982,614	5,695,041
Plan transfers	-	131,922
Increase in net assets available for benefits	11,982,614	5,826,963
Net assets available for benefits, beginning of year	55,779,598	49,952,635
Net assets available for benefits, end of year	\$ 67,762,212	\$ 55,779,598

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

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS for the years ended December 31, 2013 and 2012

1. Description of the Plan:

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

General – The Plan was established August 1, 2004 by Excel Polymers, LLC to provide eligible employees the opportunity to invest voluntary pre-tax employee contributions, matching employer contributions, and discretionary employer contributions. During 2010, Excel Polymers, LLC was purchased by Hexpol Compounding, LLC (the "Company"). Effective December 31, 2011, the Hexpol Compounding NC Inc. 401(k) Profit Sharing Plan and the Gold Key Processing, Inc. 401(k) Profit Sharing Plan were merged into the Plan. The Plan, previously named Excel Polymers Retirement Savings Plan, was renamed the Hexpol Retirement Savings Plan.

Contributions – Eligible employees may elect to make pre-tax deferred compensation contributions to the Plan as permitted under Section 401(k) of the Internal Revenue Code. A participant may elect to contribute a minimum of 1% up to 100% of their compensation, not to exceed limits imposed by IRS Code Section 402(g). The Company has the option to elect to contribute additional funds to the Plan through matching contributions and/or discretionary contributions. Effective July 1, 2011, matching contributions were reinstated at 100% of the first 3% deferred, then 50% of the next 2% deferred (maximum 4% match). Each participant directs the manner in which all contributions are to be allocated among the investment options available under the Plan.

Participant Accounts – Participant account balances are maintained to reflect each participant's interest in the Plan's funds. Participant account balances are increased by participant and Company contributions, an allocated share of investment income, and the net appreciation in the contract/fair value of investments. Account balances are decreased by participant distributions, an allocated share of any plan expenses and any net depreciation in the contract/fair value of investments.

Eligibility – Employees of the Company are eligible to participate in the Plan following six months of employment. All employees are eligible to participate except for union employees, non-resident aliens, employees regularly employed outside the U.S. and not paid in U.S. dollars, persons classified as anything other than an employee (i.e., leased employee or outside contractor), and contract employees, unless the employment agreement provides for participation in the Plan.

Notes Receivable From Participants – Participants may borrow from their fund accounts a minimum of \$1,000 up to the lesser of \$50,000 or 50% of their vested balance. Also, participants may only have a maximum of two loans outstanding at any one time. Loan terms generally range from one to five years, but can extend for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at prime plus 1%. Principal and interest is normally paid through payroll deductions.

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

1. Description of the Plan, Continued:

Vesting – Participants are immediately vested in their voluntary contributions, qualified matching contributions and the related earnings thereon. Additional discretionary retirement contributions by the Company plus related earnings are subject to a three-year vesting schedule. Minimum vesting under the Plan occurs in accordance with the following schedule:

<u>Years of Service</u>	<u>Vested Amount</u>
Less than 3	0%
3 or more	100%

Forfeitures – Forfeited non-vested accounts are used to reduce future Company contributions to the Plan and/or to pay plan administrative expenses. Forfeitures available for use totaled \$21,158 and \$197 at December 31, 2013 and 2012, respectively. During 2013, \$1,402 in forfeitures were used to reduce administrative expenses. During 2012, \$1,564 in forfeitures were used to reduce employer contributions and \$6,962 were used to reduce administrative expenses.

Payment of Benefits – The balance in a participant's account not previously withdrawn may be paid to the participant or their designated beneficiary in the event of death, permanent disability, retirement, or other termination of employment. Participants may elect to receive a lump sum distribution or roll over the amount into another qualified plan.

Withdrawals – Withdrawals are permitted at early retirement age of 59½. Hardship withdrawals are permitted but limited to the elective deferral contribution amount.

Plan Termination – While the Company intends to continue the Plan indefinitely, they have the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, each participant will become 100% vested in their accounts and the assets of the Plan will be used for benefit payments until the assets are fully expended.

2. Summary of Significant Accounting Policies:

Method of Accounting – The Plan's policy is to prepare its financial statements and supplemental schedule in accordance with the modified cash basis of accounting. Under this policy, contributions and investment income are recognized when received and disbursements and expenses are recognized when paid rather than when the obligation is incurred. Additionally, securities investments are reflected at fair value. Accordingly, the financial statements are not intended to present the net assets available for benefits and changes in net assets available for benefits of the plan in accordance with accounting principles generally accepted in the United States of America.

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

2. Summary of Significant Accounting Policies, Continued:

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Investment Valuation – The Plan's investments are valued by the custodian of the Plan's assets 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 8 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully-benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits – modified cash basis presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits – modified cash basis are prepared on a contract value basis. Fair value is equal to contract value at December 31, 2013.

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

Administrative Expenses – Certain recordkeeping fees and administrative expenses are charged to the participant accounts and are included as administrative expenses in the statements of changes in net assets available for benefits – modified cash basis.

Use of Estimates – The preparation of financial statements in conformity with the modified cash basis of accounting requires management of the plan sponsor to make estimates and assumptions that affect certain amounts and disclosures. While actual results could differ from those estimates, management of the plan sponsor does not expect those differences to be significant to the financial statements.

Risks and Uncertainties – The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits – modified cash basis and the statements of changes in net assets available for benefits – modified cash basis.

Subsequent Events – Management of the plan sponsor has evaluated subsequent events through October 8, 2014, the date which the financial statements were available to be issued.

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

3. Trustee Certification:

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee as of and for the year ended December 31:

	<u>2013</u>	<u>2012</u>
Investments, at contract/fair value	\$ 65,054,434	\$ 53,154,897
Notes receivable from participants	2,707,778	2,624,701
Interest and dividends	861,258	968,739
Interest income on notes receivable from participants	110,975	100,204
Net appreciation in contract/fair value of investments	9,660,487	4,800,820

4. Investments:

The following is a summary of the individual investments that represent five percent or more of net assets available for benefits as of December 31:

	<u>2013</u>	<u>2012</u>
American Funds EuroPacific Growth Fund	\$ 5,850,614	\$ 4,681,206
Schwab S&P 500 Index Select Fund	13,565,750	10,519,239
Schwab Indexed Retirement Trust 2020	5,321,707	4,545,818
PIMCO Total Return Fund	4,471,267	4,467,696
Vanguard Growth Index	9,183,262	7,161,669
Vanguard Mid Cap Index	5,336,594	4,294,517
Morley Stable Value Fund	8,585,414	7,278,257

The Plan's investments (including investments bought, sold, as well as held during the year) appreciated in value as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ 7,996,848	\$ 3,693,827
Common collective trusts	1,494,771	1,000,391
Common stocks	86,694	36
Guaranteed investment contract	<u>82,174</u>	<u>106,566</u>
Net appreciation in contract/fair value of investments	<u>\$ 9,660,487</u>	<u>\$ 4,800,820</u>

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

5. Income Tax Status:

The Plan uses a prototype plan document sponsored by Charles Schwab Trust Company. Charles Schwab Trust Company obtained an opinion letter from the Internal Revenue Service ("IRS") dated May 23, 2008, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the plan sponsor and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and has no income subject to unrelated business tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan accounts for uncertainties in income taxes in accordance with accounting principles generally accepted in the United States of America, which provides for financial statement recognition and measurement of tax positions taken in tax returns that have a greater than 50% chance of not being allowed under examination. No such positions have been recorded in the December 31, 2013 and 2012 financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. As of December 31, 2013, the Plan's federal information returns are subject to examination by the IRS for tax years 2010 and thereafter.

6. Party-In-Interest Transactions:

Certain Plan investments are shares of mutual funds, common collective trusts, and self-directed funds managed by the trustees and the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Investment management services and certain administrative fees related to the administration of the Plan were paid by the Plan or by the Company. These transactions qualify as party-in-interest transactions and totaled \$164,715 in 2013 and \$151,194 in 2012. The Company provides to the Plan certain accounting and administrative services for which no fees are charged. These transactions also qualify as party-in-interest transactions.

7. Investment Contract With Insurance Company:

The Plan holds a benefit-responsive investment contract with the trustee. The trustee maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the statements of net assets available for benefits – modified cash basis at fair value as determined using the market approach based on market prices of similar contracts. Fair value is equal to the contract value at December 31, 2013 and 2012. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

7. Investment Contract With Insurance Company, Continued:

The fair value of the investment contract at December 31, 2013 and 2012 was \$8,585,414 and \$7,278,257, respectively. The average yield and crediting interest rates were approximately 1.27% and 1.17% for 2013 and 1.62% and 1.42% for 2012.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with the trustee. The plan sponsor believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with plan participants is not probable.

8. Fair Value Measurements:

The Plan measures its assets in accordance with *fair value standards*. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs to the valuation methodology include: 1) quoted prices for similar assets or liabilities in active markets; 2) quoted prices for identical or similar assets or liabilities in inactive markets; 3) inputs other than quoted prices that are observable for the asset or liability; 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual and money market funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

8. Fair Value Measurements, Continued:

Common collective trusts: Valued at fair value by using the net asset value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The participation unit value is adjusted periodically, usually each business day, to reflect investment results under the separate account.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 7).

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Small cap equity funds	\$ 1,764,406	\$ -	\$ -	\$ 1,764,406
Mid cap equity fund	5,336,594	-	-	5,336,594
Large cap equity funds	24,944,570	-	-	24,944,570
International equity funds	5,850,614	-	-	5,850,614
Bond funds	6,121,857	-	-	6,121,857
Other funds	<u>120,128</u>	<u>-</u>	<u>-</u>	<u>120,128</u>
Total mutual funds	44,138,169	-	-	44,138,169
Money market funds	295,906	-	-	295,906
Common collective trusts	-	11,481,466	-	11,481,466
Common stocks	553,479	-	-	553,479
Guaranteed investment contract	<u>-</u>	<u>-</u>	<u>8,585,414</u>	<u>8,585,414</u>
Total assets at fair value	<u>\$ 44,987,554</u>	<u>\$ 11,481,466</u>	<u>\$ 8,585,414</u>	<u>\$ 65,054,434</u>

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

8. Fair Value Measurements, Continued:

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Small cap equity funds	\$ 1,021,409	\$ -	\$ -	\$ 1,021,409
Mid cap equity fund	4,294,517	-	-	4,294,517
Large cap equity funds	19,243,823	-	-	19,243,823
International equity funds	4,681,206	-	-	4,681,206
Bond funds	5,663,775	-	-	5,663,775
Other funds	<u>150,557</u>	<u>-</u>	<u>-</u>	<u>150,557</u>
Total mutual funds	34,055,287	-	-	34,055,287
Money market funds	162,819	-	-	162,819
Common collective trusts	-	10,177,968	-	10,177,968
Common stocks	480,566	-	-	480,566
Guaranteed investment contract	<u>-</u>	<u>-</u>	<u>7,278,257</u>	<u>7,278,257</u>
Total assets at fair value	<u>\$ 35,698,672</u>	<u>\$ 10,177,968</u>	<u>\$ 7,278,257</u>	<u>\$ 53,154,897</u>

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31:

	<u>2013</u>			
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Frequency Period</u>
Common collective trusts:				
Balanced/asset allocation funds (a)	\$ 11,481,466	\$ -	Daily	None

HEXPOL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS – MODIFIED CASH BASIS, Continued for the years ended December 31, 2013 and 2012

8. Fair Value Measurements, Continued:

	2012			
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Frequency Period</u>
Common collective trusts:				
Balanced/asset allocation funds (a)	\$ 10,177,968	\$ -	Daily	None

(a) This class includes investments seeking current income and long-term capital appreciation.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2013 and 2012:

Balance, January 1, 2012	\$ 7,151,977
Realized gains	58,560
Unrealized gains relating to instruments still held at the reporting date	48,006
Purchases	461,068
Sales	(930,931)
Transfers in and/or out of level 3	<u>489,577</u>
Balance, December 31, 2012	7,278,257
Realized gains	6,650
Unrealized gains relating to instruments still held at the reporting date	75,524
Purchases	450,770
Sales	(229,796)
Transfers in and/or out of level 3	<u>1,004,009</u>
Balance, December 31, 2013	<u>\$ 8,585,414</u>

9. Subsequent Event:

Subsequent to year end, Robbins, LLC and Kardoes Rubber became adopting employers (the "adopting employers") in the Plan and employees of the adopting employers will be given credit for all years of service earned with the adopting employer. Assets of the 401k plans sponsored by the adopting employers were transferred into the Plan totaling approximately \$3,294,000.

HEXPOL RETIREMENT SAVINGS PLAN
 EIN: 30-0314696
 PLAN NO. 001

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) –
 MODIFIED CASH BASIS
 December 31, 2013

(a) Party-In- Interest	(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
	Morley Stable Value Fund	Guaranteed Investment Contract	**	\$ 8,585,414
	BlackRock Inflation Protected Bond Fund	Mutual Fund	**	933,644
	Loomis Sayles Bond Fund	Mutual Fund	**	716,946
	PIMCO Total Return Fund	Mutual Fund	**	4,471,267
*	Schwab Indexed Retirement Trust 2010	Common Collective Trust	**	2,051,125
*	Schwab Indexed Retirement Trust 2020	Common Collective Trust	**	5,321,707
*	Schwab Indexed Retirement Trust 2030	Common Collective Trust	**	2,161,266
*	Schwab Indexed Retirement Trust 2040	Common Collective Trust	**	1,246,397
*	Schwab Indexed Retirement Trust 2050	Common Collective Trust	**	539,138
*	Schwab Managed Retirement Income	Common Collective Trust	**	161,833
*	Schwab S&P 500 Index Select Fund	Common Collective Trust	**	13,565,750
	Hartford Dividend and Growth Fund	Mutual Fund	**	2,195,558
	Vanguard Small Cap Index	Mutual Fund	**	1,764,406
	Vanguard Mid Cap Index	Mutual Fund	**	5,336,594
	Vanguard Growth Index	Mutual Fund	**	9,183,262
	American Funds EuroPacific Growth Fund	Mutual Fund	**	5,850,614
	Brokerage Account	Self Directed Fund	**	969,513
*	Participant loans	4.25% - 8.75%	-	2,707,778
				<u>\$ 67,762,212</u>

* Investments known to be a party-in-interest.

** Information is either not available or not applicable for these types of funds.

Hexpol Retirement Savings Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2013

EIN: 80-0314696

Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
BlackRock	04-6171663	Rate of 0.15% of average daily balance of asset(s)
Hartford Mutual Funds	13-3317783	Rate of 0.10% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.20% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR:	Hexpol Holding, Inc.
NAME OF PLAN:	Hexpol Retirement Savings Plan
EIN:	80-0314696
PLAN NUMBER:	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
*	PARTICIPANT LOANS	Loans (4.25% - 8.75%)		2,707,778
	MORLEY STABLE VALUE FUND	Common Collective Trust Fund		8,585,415
*	SCHWAB INDEXED RET 2010	Common Collective Trust Fund		2,051,125
*	SCHWAB INDEXED RET 2020	Common Collective Trust Fund		5,321,707
*	SCHWAB INDEXED RET 2030	Common Collective Trust Fund		2,161,266
*	SCHWAB INDEXED RET 2040	Common Collective Trust Fund		1,246,397
*	SCHWAB INDEXED RET 2050	Common Collective Trust Fund		539,138
*	SCHWAB MANAGED RET INC CL IV	Common Collective Trust Fund		161,833
	PCRA	Self-Directed Brokerage Account		967,546
	BLACKROCK INFLT PROT BD INSTL	Registered Investment Company		933,644
	EUROPACIFIC GROWTH R6	Registered Investment Company		5,850,614
	HARTFORD DIV GROWTH Y	Registered Investment Company		2,195,558
	LOOMIS SAYLES BOND FUND	Registered Investment Company		716,945
	PIMCO TOTAL RETURN FUND	Registered Investment Company		4,471,267
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		13,565,750
	VANGUARD GROWTH INDEX SIGNAL	Registered Investment Company		9,183,262
	VANGUARD MID CAP INDEX SIGNAL	Registered Investment Company		5,336,594
	VANGUARD SMALL CAP IDX SIGNAL	Registered Investment Company		1,764,406
	LIMITED PARTNERSHIP	Limited Partnership		1,967

* Party in interest