

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>MARIETTA CORPORATION RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1989</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>16-1074992</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>607-753-6746</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325600</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1989</u>		2b Employer Identification Number (EIN) <u>16-1074992</u>		2c Sponsor's telephone number <u>607-753-6746</u>		2d Business code (see instructions) <u>325600</u>	
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2c Sponsor's telephone number <u>607-753-6746</u>											
2d Business code (see instructions) <u>325600</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MARIETTA CORPORATION</u> <u>37 HUNTINGTON ST</u> <u>CORTLAND, NY 13045</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. Signature of plan administrator	10/14/2014 Date	KATHLEEN ALEXANDER Enter name of individual signing as plan administrator
SIGN HERE	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
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 1255
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 1012
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 209
d Subtotal. Add lines 6a , 6b , and 6c	6d 1221
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 2
f Total. Add lines 6d and 6e	6f 1223
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 686
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 16
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: 2F 2G 2J 2K 2T 3D 2E	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>MARIETTA CORPORATION 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>MARIETTA CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1074992</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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	27916	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

FARBER, BLICHT, EYERMAN & HERZOG

11-2424454

(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	ACCOUNTANT/AUDITOR	9754	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PINNACLE INVESTMENTS LLC

507 PLUM ST STE 120
SYRACUSE, NY 13204

(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?
61	ADVISOR	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLKRK GLOBAL ALLOC A - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HEARTLAND SEL VAL IV - ALPS FUND S 20-3247785	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVS SM CAP VAL A - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
NUVEEN MDCP INDEX A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PUTN DYN AA GRTH A - PUTNAM INVEST 04-2539562	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PUTN EQUITY INCOME A - PUTNAM INVE 04-2539562	0.25%	

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
PINNACLE INVESTMENTS LLC	61	0
(d) Enter name and EIN (address) of source of indirect compensation		
PUTN DYN AA GRTH A - PUTNAM RETAIL	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
04-2539558	\$0-<\$1M=1.00%, \$1M-<\$2M=0.75%, \$2M+=0.50%	
(a) Enter service provider name as it appears on line 2		
PINNACLE INVESTMENTS LLC	61	0
(d) Enter name and EIN (address) of source of indirect compensation		
PUTN EQUITY INCOME A - PUTNAM RETA	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
04-1223767	\$0-<\$1M=1.00%, \$1M-<\$2M=0.75%, \$2M+=0.50%	
(a) Enter service provider name as it appears on line 2		
	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		
	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	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 <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>MARIETTA CORPORATION 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>MARIETTA CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1074992</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)	12626	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	535706	529326
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	733268	882279
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	14648462	17376042
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	15930062	18787647

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	15930062	18787647
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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)	342158	
(B) Participants	2a(1)(B)	1198315	
(C) Others (including rollovers)	2a(1)(C)	727594	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2268067
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	56	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	38132	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		38188
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1023529	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1023529
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1300845
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		4630629

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1698706	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1698706
f Corrective distributions (see instructions)	2f		32723
g Certain deemed distributions of participant loans (see instructions)	2g		3946
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	37669	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		37669
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1773044

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2857585
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: FARBER-BLICHT-EYERMAN-HERZOG, LLP

(2) EIN: 11-2424454

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		750000
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.		X	

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>MARIETTA CORPORATION 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>MARIETTA CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1074992</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>04-6568107</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
-----------------	-------------------

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**MARIETTA CORPORATION
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

**FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012**

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

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Supplemental Schedule:	
Item 27a - Schedule of Assets Held for Investment Purposes	13 - 18
Supplemental Schedules Omitted:	
The following supplemental schedules were omitted because of the absence of conditions under which they are required:	
Item 27b - Schedule of Loans or Fixed Income Obligations	
Item 27c - Schedule of Leases in Default or Classified as Uncollectible	
Item 27e - Schedule of Nonexempt Transactions	
Item 27f - Schedule of Nonexempt Transactions	

FARBER, BLICHT EYERMAN & HERZOG, LLP

Certified Public Accountants

1000 Woodbury Road
Suite 206
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Facsimile: (516) 576-1232
Website: www.fbehcpa.com
E-mail: info@fbehcpa.com**INDEPENDENT AUDITOR'S REPORT**To Marietta Corporation Retirement Savings Plan
Cortland, New York**Report on the Financial Statements**

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes 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 required part of the financial statements. Because of the significance of the matter described in the Basis 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.

Farber, Blicht, Eyerman & Herzog, LLP

Woodbury, New York
October 2, 2014

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value:		
Cash - money market	\$ 529,326	\$ 535,706
Investments - registered investment companies	<u>17,376,042</u>	<u>14,648,462</u>
Total investments	<u>17,905,368</u>	<u>15,184,168</u>
Receivables:		
Participants' contributions	0	12,626
Notes receivable to participants	<u>882,279</u>	<u>733,267</u>
Total receivables	<u>882,279</u>	<u>745,893</u>
Net assets available for benefits	<u><u>\$ 18,787,647</u></u>	<u><u>\$ 15,930,061</u></u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Additions to net assets attributable to:		
Investment income, net of investment expenses:		
Net appreciation (depreciation) in fair value of investments	\$ 1,300,845	\$ 1,249,646
Dividend income	1,023,529	312,092
Total investment income / (loss)	<u>2,324,374</u>	<u>1,561,738</u>
 Interest income on notes receivable from participants	 <u>38,188</u>	 <u>34,243</u>
 Contributions:		
Participants	1,198,315	1,106,457
Employer	342,158	0
Rollover	727,594	62,934
 Total contributions	 <u>2,268,067</u>	 <u>1,169,391</u>
 Total additions	 <u>4,630,629</u>	 <u>2,765,372</u>
 Deductions from net assets attributed to:		
Benefits paid to participants	(1,698,706)	(623,196)
Corrective distributions	(32,723)	(18,507)
Administration expenses	(37,668)	(14,722)
Deemed distributions on participant loans	(3,946)	(3,553)
 Total deductions	 <u>(1,773,043)</u>	 <u>(659,978)</u>
 Net increase / (decrease)	 2,857,586	 2,105,394
 Net assets available for benefits:		
Beginning of year	<u>15,930,061</u>	<u>13,824,667</u>
 End of year	 <u>\$ 18,787,647</u>	 <u>\$ 15,930,061</u>

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

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. Description of Plan

The following brief description of the Marietta Corporation 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.

a. Sponsorship and Administration

The Plan sponsor and administrator is the Marietta Corporation and its wholly owned subsidiary, Marietta American, Inc. (the “Company”).

b. General

The Plan is a defined contribution plan covering all employees of Marietta in the United States who have attained at least age 18 and have been employed for at least one year full time. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company has designated member's of it's human resources department to oversee and administer the Plan.

c. Contributions

Additions to the Plan consist of contributions made by the Company and voluntary participant contributions within limitations of the Plan, and income generated by Plan assets. Contributions by the Company are based on matching a portion of each employee contribution. The employee may contribute from between 1 percent up to 100 percent of their compensation (subject to Federal tax law limits), with 50 percent of the first 2 percent and 25 percent of the next 8 percent being matched by the employer. These matching contributions are discretionary and subject to change at any time as per certain statutory limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

d. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account.

XMARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. Description of Plan (continued)

e. Vesting

Vesting of benefits in the employers' contributions is determined by credited years of service, as defined in the Plan. Vesting in employer contributions begins partially after completion of one year of service, and graduates equally annually until completion of five years service, at which time participants become fully vested. Upon death or disability, employer contributions are fully vested. Participant contributions are fully vested at the time the contributions are made.

f. Notes Receivable

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates ranging from 4.25% to 7.75%.

g. Payment of Benefits

The Plan provides for benefits to be paid upon termination of service or retirement. The participant may elect to receive a lump sum distribution of benefits or require the Plan to purchase an annuity or retirement investment contract that begins distributions upon retirement.

h. Forfeited Accounts

Non-vested portions of a participant's account balance will be forfeited when the participant receives a distribution of the entire vested benefits. The forfeited amounts are transferred to a forfeiture account until they are used to reduce employers' matching contributions. During the years ended December 31, 2013 and 2012, there were no forfeitures used to reduce the participating employers' matching contribution.

2. Summary of Accounting Policies

a. Date of Management's Review

Subsequent events were evaluated through October 2, 2014, which is the date the financial statements were available to be issued.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

2. Summary of Accounting Policies (continued)

b. Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

c. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2013, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

e. 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 4 for discussion of fair value measurements.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

f. Payment of Benefits

Benefits are recorded when paid.

g. Operating Expenses

All expenses of maintaining the Plan are paid by the Company.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

3. Risks and Uncertainties

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

4. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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 fair value measurement accounting literature established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1: Fair Value Measurements

The fair value of common stocks, certain corporate bonds and U.S. government securities are based on the closing price reported in the active market where the individual securities are traded, when available.

Level 2: Fair Value Measurements

The fair value of certain corporate bonds for which quoted market prices are not available are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. The fair value of the certificates of deposit is based on amortized cost or original cost plus accrued interest.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

4. Fair Value Measurements (continued)

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

	Fair Value Measurements Using:		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	
<u>December 31, 2013</u>			
Mutual funds:			
Growth funds	\$ 726,082	\$ 726,082	\$ 0
Balanced funds	14,680,745	14,680,745	0
Value funds	1,658,257	1,658,257	0
Index funds	250,628	250,628	0
Bond funds	60,330	60,330	0
Money market fund	<u>529,326</u>	<u>0</u>	<u>529,326</u>
Total	<u>\$17,905,368</u>	<u>\$17,376,042</u>	<u>\$ 529,326</u>
<u>December 31, 2012</u>			
Mutual funds:			
Growth funds	\$ 329,618	\$ 329,618	\$ 0
Balanced funds	13,310,713	13,310,713	0
Value funds	924,689	924,689	0
Index funds	36,392	36,392	0
Bond funds	47,050	47,050	0
Money market fund	<u>535,706</u>	<u>0</u>	<u>535,706</u>
Total	<u>\$15,184,168</u>	<u>\$14,648,462</u>	<u>\$ 535,706</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2013 and 2012 are reported in net appreciation in fair value of investments.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

5. Plan Termination

Although it has not expressed any intent 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 provision of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

6. Tax Status

The Plan has been designed to qualify as a tax-exempt defined contribution plan under applicable sections of the Internal Revenue Code and, therefore, is not subject to Federal income taxes. The Plan is utilizing a prototype plan document, which in its prototype form has received a favorable determination of such qualification from the Internal Revenue Service. The Sponsor believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that therefore, the Plan qualifies under Section 401(k) and the related trust is tax exempt as of December 31, 2013.

7. Information Certified by Trustee (unaudited)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that was prepared by the Fidelity Management Trust Company, the Trustee of the Plan, and furnished to the Plan administrator. Investments that represent 5% or more of the Plan's net assets are separately identified. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

All investments are valued by Fidelity Management Trust Company at fair value, as follows:

	<u>2013</u>	<u>2012</u>
Assets:		
Putnam Asset Allocation – Growth Portfolio	\$ 29,763	\$ 20,021
Putnam Equity Income Fund	370,288	126,401
Blackrock Global Allocation A	776,092	525,911
Nuveen Mid Cap Index A	250,628	36,392
Heartland Select Value	250,505	107,684
IVK Small Cap Value A	305,686	68,952
First Eagle Gold A	4,949	0
Fidelity Prime Fund	529,326	535,706
Fidelity Cons Staples A	<u>103,089</u>	<u>47,136</u>
Subtotal	<u>\$ 2,620,326</u>	<u>\$ 1,468,203</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

7. Information Certified by Trustee (unaudited) (continued)

	<u>2013</u>	<u>2012</u>
Balance brought forward	\$ 2,620,326	\$ 1,468,203
Fidelity Freedom 2010 A	703,679	700,286 (1)
Fidelity Freedom 2020 A	2,353,667 (1)	2,592,090 (1)
Fidelity Freedom 2030 A	2,377,843 (1)	2,035,329 (1)
Fidelity Freedom 2040 A	581,503	563,692
Fidelity Freedom 2005 A	18,497	18,822
Fidelity Freedom 2015 A	1,881,368 (1)	1,768,298 (1)
Fidelity Freedom 2025 A	3,843,192 (1)	3,388,600 (1)
Fidelity Freedom 2035 A	1,494,595 (1)	1,241,559 (1)
Fidelity Strategic Income A	290,854	398,051
Fidelity Small Cap A	78,430	45,602
Fidelity High Income A	91,611	72,877
Fidelity STK Sel All Cap A	51,527	7,463
Fidelity Floating Rate A	60,330	47,050
Fidelity Real Estate A	156,211	101,577
Fidelity Freedom Income A	170,154	23,189
Fidelity New Insights A	216,777	120,404
Fidelity Strategic Div Inc C	149,332	115,369
Fidelity Mid Cap II A	73,403	20,765
Fidelity Initial Discovery A	97,275	23,457
Fidelity Freedom 2045 A	319,778	231,270
Fidelity Freedom 2050 A	164,815	140,163
Fidelity Government Income A	24,878	12,166
Fidelity Asset Mgr 20%	27,532	23,007
Fidelity Asset Mgr 50%	12,049	4,844
Fidelity Asset Mgr 85%	22,400	8,509
Fidelity Asset Mgr 30%	1,184	811
Fidelity Asset Mgr 40%	736	1,404
Fidelity Asset Mgr 60%	286	0
Fidelity Asset Mgr 70%	11,630	6,196
Fidelity Asset Freedom 2055 A	<u>9,506</u>	<u>3,115</u>
Net investments	<u>\$17,905,368</u>	<u>\$15,184,168</u>

(1) Denotes investments that represent 5% or more of the Plan's net assets. During the years ended December 31, 2013 and 2012, no transactions, or series of transactions, in excess of 5% of Plan assets at the beginning of the year have occurred.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

6. Information Certified by Trustee (unaudited) (continued)

	<u>2013</u>	<u>2012</u>
Changes in net assets:		
Income from investments	\$ 1,023,529	\$ 312,092
Net appreciation(depreciation) in fair value of investments and realized gains	1,300,845	1,249,646
Contributions	2,268,067	1,169,391
Withdrawals by participants	(1,698,706)	(623,196)
Corrective distributions	(32,723)	(18,507)
Expenses	(37,668)	(14,722)
Deemed distributions on notes receivable to participants	(3,946)	(3,553)

SUPPLEMENTAL SCHEDULE

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**

DECEMBER 31, 2013

<u>b. Identity of Issue Borrower, Lessor or Similar Party</u>	<u>c. Description of Investment Including Maturity Date, Rate Of Interest, Collateral Par of Maturity Value</u>	<u>d. Cost</u>	<u>e. Current</u>
Putnam Dynamic Asset Allocation – Growth Portfolio	Allocated between equity and fixed income investments, (emphasis mostly on the equity class)	(*)	\$ 29,763
Putnam Equity Income Fund	Invests in common stocks of U.S. companies with a focus on value stocks	(*)	370,288
Blackrock Global Allocation A	Seeks investment return through domestic and foreign equities, debt securities and money markets	(*)	776,092
Nuveen Mid Cap Index A	Seeks investment return that corresponds to the performance of the S&P's Mid Cap Composite Index	(*)	250,628
Heartland Select Value	Seeks long term capital thorough stocks which are, in Heartland Advisors' opinion, undervalued	(*)	250,505
INVS Small Cap Value A	Seeks capital appreciation through the equity securities of small cap companies in the Russell 2000 index	(*)	305,686
Fidelity Prime Fund	Short term money market securities	(*)	529,326
Fidelity Strategic Income A	Seeks current income through investment in debt and market securities, according to specific percentages	(*)	<u>290,854</u>
Subtotal			<u>\$2,803,142</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

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
Balance brought forward			\$2,803,142
Fidelity Small Cap A	Seeks long term growth of capital through investment in at least 80% of small market companies	(*)	78,430
Fidelity High Income A	Seeks current income through income-producing debt securities, with an emphasis on lower quality debt securities	(*)	91,611
Fidelity STK Sel All Cap A	Seeks capital appreciation through stocks of a variety of companies across different sectors of the market.	(*)	51,527
Fidelity Floating Rate A	Seeks current income through assets in floating rate, or lower quality debt securities	(*)	60,330
Fidelity Real Estate A	Seeks above-average income and long-term growth through at least 80% of assets in securities of real estate companies	(*)	156,211
Fidelity Freedom 2010 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2010	(*)	703,679
Fidelity Freedom 2020 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2020	(*)	<u>2,353,667</u>
Subtotal			<u>\$6,298,597</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

<u>b. Identity of Issue Borrower, Lessor or Similar Party</u>	<u>c. Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value</u>	<u>d. Cost</u>	<u>e. Current</u>
Balance brought forward			\$6,298,597
Fidelity Freedom 2030 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2030	(*)	2,377,843
Fidelity Freedom 2040 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2040	(*)	581,503
Fidelity Freedom Income A	Seeks current income through moderate asset allocation designed for investors already in retirement	(*)	170,154
Fidelity New Insights	Seeks growth through investment in stocks and in domestic and foreign issuers	(*)	216,777
Fidelity Freedom 2005 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2005	(*)	18,497
Fidelity Freedom 2015 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2015	(*)	1,881,368
Fidelity Freedom 2025 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2025	(*)	<u>3,843,192</u>
Subtotal			<u>\$15,387,931</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

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
Balance brought forward			\$15,387,931
Fidelity Freedom 2035 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2035	(*)	1,494,595
Fidelity Strategic Div Inc C	Seeks income through 50% common stocks, 15% in REITs, 15% in convertible securities and 20% preferred stocks	(*)	149,332
Fidelity Mid Cap II A	Seeks long term growth through companies with medium market capitalization	(*)	73,403
Fidelity International Discovery A	Seeks growth through investment in primarily non-US securities	(*)	97,275
Fidelity Freedom 2045 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2045	(*)	319,778
Fidelity Freedom 2050 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2050	(*)	164,815
Fidelity Government Income A	Seeks current income through at least 80% investment in U.S. securities	(*)	24,878
Fidelity Asset Mgr 20%	Seeks current income through investment in 50% bonds, 20% stocks and 30% In short term and money markets instruments	(*)	27,532
Subtotal			<u>\$17,739,539</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

<u>b. Identity of Issue Borrower, Lessor or Similar Party</u>	<u>c. Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value</u>	<u>d. Cost</u>	<u>e. Current</u>
Balance brought forward			\$17,739,539
Fidelity Asset Mgr 50%	Maintains a neutral mix over time of 50% in stocks, 40% in bonds and 10% in money market instruments.	(*)	12,049
Fidelity Asset Mgr 85%	Seeks long term return through investment in 85% stocks and 15% bonds in short term and money market instruments	(*)	22,400
Fidelity Advisor Consumer Staples A	Seeks growth through investing primarily in companies engaged in the manufacture, sale or distribution of consumer staples	(*)	103,089
Fidelity Asset Mgr 30%	Seeks current income through investment in 30% stocks, 50% in bonds and 20% in short term and money market instruments	(*)	1,184
Fidelity Asset Mgr 40%	Seeks current income through investment in 40% stocks, 45% bonds and 15% in short term and money market instruments	(*)	736
Fidelity Asset Mgr 70%	Seeks long term returns through investment in 70% stocks, 25% bonds and 5% in money market instruments	(*)	11,630
Fidelity Asset Freedom 2055 A	Seeks high total return through investment In 15% domestic equity funds, 5% in international equity funds, 40% in bond funds and 40% in short-term funds	(*)	<u>9,506</u>
Subtotal			<u>\$17,900,133</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

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. <u>Cost</u>	e. <u>Current</u>
Balance brought forward			\$17,900,133
Fidelity Asset Mgr 60%	Seeks high total return over long term by allocating its assets 60 % stocks, 35% bonds and 5% in short-term and money market instruments.	(*)	286
First Eagle Gold A	Seeks to provide exposure to the investment characteristics of gold and, to a limited extent, precious metals.	(*)	4,949
Notes receivable to participants	4.25% – 9.25%		<u>882,279</u>
Total assets for investment purposes			<u>\$18,787,647</u>

Note: Column a. is omitted as not applicable.

(*) Cost information not required as per Special Rule for certain participant directed transactions.

**MARIETTA CORPORATION
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

**FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012**

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

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Supplemental Schedules Omitted:	
The following supplemental schedules were omitted because of the absence of conditions under which they are required:	
Item 27b - Schedule of Loans or Fixed Income Obligations	
Item 27c - Schedule of Leases in Default or Classified as Uncollectible	
Item 27e - Schedule of Nonexempt Transactions	
Item 27f - Schedule of Nonexempt Transactions	

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Facsimile: (516) 576-1232
Website: www.fbehcpa.com
E-mail: info@fbehcpa.com**INDEPENDENT AUDITOR'S REPORT**To Marietta Corporation Retirement Savings Plan
Cortland, New York**Report on the Financial Statements**

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes 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 required part of the financial statements. Because of the significance of the matter described in the Basis 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.

Farber, Blicht, Eyerman & Herzog, LLP

Woodbury, New York
October 2, 2014

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value:		
Cash - money market	\$ 529,326	\$ 535,706
Investments - registered investment companies	<u>17,376,042</u>	<u>14,648,462</u>
Total investments	<u>17,905,368</u>	<u>15,184,168</u>
Receivables:		
Participants' contributions	0	12,626
Notes receivable to participants	<u>882,279</u>	<u>733,267</u>
Total receivables	<u>882,279</u>	<u>745,893</u>
Net assets available for benefits	<u><u>\$ 18,787,647</u></u>	<u><u>\$ 15,930,061</u></u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Additions to net assets attributable to:		
Investment income, net of investment expenses:		
Net appreciation (depreciation) in fair value of investments	\$ 1,300,845	\$ 1,249,646
Dividend income	1,023,529	312,092
Total investment income / (loss)	<u>2,324,374</u>	<u>1,561,738</u>
 Interest income on notes receivable from participants	 <u>38,188</u>	 <u>34,243</u>
 Contributions:		
Participants	1,198,315	1,106,457
Employer	342,158	0
Rollover	727,594	62,934
 Total contributions	 <u>2,268,067</u>	 <u>1,169,391</u>
 Total additions	 <u>4,630,629</u>	 <u>2,765,372</u>
 Deductions from net assets attributed to:		
Benefits paid to participants	(1,698,706)	(623,196)
Corrective distributions	(32,723)	(18,507)
Administration expenses	(37,668)	(14,722)
Deemed distributions on participant loans	(3,946)	(3,553)
 Total deductions	 <u>(1,773,043)</u>	 <u>(659,978)</u>
 Net increase / (decrease)	 2,857,586	 2,105,394
 Net assets available for benefits:		
Beginning of year	<u>15,930,061</u>	<u>13,824,667</u>
 End of year	 <u>\$ 18,787,647</u>	 <u>\$ 15,930,061</u>

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

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. Description of Plan

The following brief description of the Marietta Corporation 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.

a. Sponsorship and Administration

The Plan sponsor and administrator is the Marietta Corporation and its wholly owned subsidiary, Marietta American, Inc. (the “Company”).

b. General

The Plan is a defined contribution plan covering all employees of Marietta in the United States who have attained at least age 18 and have been employed for at least one year full time. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company has designated member's of it's human resources department to oversee and administer the Plan.

c. Contributions

Additions to the Plan consist of contributions made by the Company and voluntary participant contributions within limitations of the Plan, and income generated by Plan assets. Contributions by the Company are based on matching a portion of each employee contribution. The employee may contribute from between 1 percent up to 100 percent of their compensation (subject to Federal tax law limits), with 50 percent of the first 2 percent and 25 percent of the next 8 percent being matched by the employer. These matching contributions are discretionary and subject to change at any time as per certain statutory limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

d. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account.

XMARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. Description of Plan (continued)

e. Vesting

Vesting of benefits in the employers' contributions is determined by credited years of service, as defined in the Plan. Vesting in employer contributions begins partially after completion of one year of service, and graduates equally annually until completion of five years service, at which time participants become fully vested. Upon death or disability, employer contributions are fully vested. Participant contributions are fully vested at the time the contributions are made.

f. Notes Receivable

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates ranging from 4.25% to 7.75%.

g. Payment of Benefits

The Plan provides for benefits to be paid upon termination of service or retirement. The participant may elect to receive a lump sum distribution of benefits or require the Plan to purchase an annuity or retirement investment contract that begins distributions upon retirement.

h. Forfeited Accounts

Non-vested portions of a participant's account balance will be forfeited when the participant receives a distribution of the entire vested benefits. The forfeited amounts are transferred to a forfeiture account until they are used to reduce employers' matching contributions. During the years ended December 31, 2013 and 2012, there were no forfeitures used to reduce the participating employers' matching contribution.

2. Summary of Accounting Policies

a. Date of Management's Review

Subsequent events were evaluated through October 2, 2014, which is the date the financial statements were available to be issued.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

2. Summary of Accounting Policies (continued)

b. Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

c. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2013, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

e. 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 4 for discussion of fair value measurements.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

f. Payment of Benefits

Benefits are recorded when paid.

g. Operating Expenses

All expenses of maintaining the Plan are paid by the Company.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

3. Risks and Uncertainties

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

4. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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 fair value measurement accounting literature established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1: Fair Value Measurements

The fair value of common stocks, certain corporate bonds and U.S. government securities are based on the closing price reported in the active market where the individual securities are traded, when available.

Level 2: Fair Value Measurements

The fair value of certain corporate bonds for which quoted market prices are not available are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. The fair value of the certificates of deposit is based on amortized cost or original cost plus accrued interest.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

4. Fair Value Measurements (continued)

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

	Fair Value Measurements Using:		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	
<u>December 31, 2013</u>	<u>Fair Value</u>		
Mutual funds:			
Growth funds	\$ 726,082	\$ 726,082	\$ 0
Balanced funds	14,680,745	14,680,745	0
Value funds	1,658,257	1,658,257	0
Index funds	250,628	250,628	0
Bond funds	60,330	60,330	0
Money market fund	<u>529,326</u>	<u>0</u>	<u>529,326</u>
Total	<u>\$17,905,368</u>	<u>\$17,376,042</u>	<u>\$ 529,326</u>
<u>December 31, 2012</u>			
Mutual funds:			
Growth funds	\$ 329,618	\$ 329,618	\$ 0
Balanced funds	13,310,713	13,310,713	0
Value funds	924,689	924,689	0
Index funds	36,392	36,392	0
Bond funds	47,050	47,050	0
Money market fund	<u>535,706</u>	<u>0</u>	<u>535,706</u>
Total	<u>\$15,184,168</u>	<u>\$14,648,462</u>	<u>\$ 535,706</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2013 and 2012 are reported in net appreciation in fair value of investments.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

5. Plan Termination

Although it has not expressed any intent 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 provision of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

6. Tax Status

The Plan has been designed to qualify as a tax-exempt defined contribution plan under applicable sections of the Internal Revenue Code and, therefore, is not subject to Federal income taxes. The Plan is utilizing a prototype plan document, which in its prototype form has received a favorable determination of such qualification from the Internal Revenue Service. The Sponsor believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that therefore, the Plan qualifies under Section 401(k) and the related trust is tax exempt as of December 31, 2013.

7. Information Certified by Trustee (unaudited)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that was prepared by the Fidelity Management Trust Company, the Trustee of the Plan, and furnished to the Plan administrator. Investments that represent 5% or more of the Plan's net assets are separately identified. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

All investments are valued by Fidelity Management Trust Company at fair value, as follows:

	<u>2013</u>	<u>2012</u>
Assets:		
Putnam Asset Allocation – Growth Portfolio	\$ 29,763	\$ 20,021
Putnam Equity Income Fund	370,288	126,401
Blackrock Global Allocation A	776,092	525,911
Nuveen Mid Cap Index A	250,628	36,392
Heartland Select Value	250,505	107,684
IVK Small Cap Value A	305,686	68,952
First Eagle Gold A	4,949	0
Fidelity Prime Fund	529,326	535,706
Fidelity Cons Staples A	<u>103,089</u>	<u>47,136</u>
Subtotal	<u>\$ 2,620,326</u>	<u>\$ 1,468,203</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

7. Information Certified by Trustee (unaudited) (continued)

	<u>2013</u>	<u>2012</u>
Balance brought forward	\$ 2,620,326	\$ 1,468,203
Fidelity Freedom 2010 A	703,679	700,286 (1)
Fidelity Freedom 2020 A	2,353,667 (1)	2,592,090 (1)
Fidelity Freedom 2030 A	2,377,843 (1)	2,035,329 (1)
Fidelity Freedom 2040 A	581,503	563,692
Fidelity Freedom 2005 A	18,497	18,822
Fidelity Freedom 2015 A	1,881,368 (1)	1,768,298 (1)
Fidelity Freedom 2025 A	3,843,192 (1)	3,388,600 (1)
Fidelity Freedom 2035 A	1,494,595 (1)	1,241,559 (1)
Fidelity Strategic Income A	290,854	398,051
Fidelity Small Cap A	78,430	45,602
Fidelity High Income A	91,611	72,877
Fidelity STK Sel All Cap A	51,527	7,463
Fidelity Floating Rate A	60,330	47,050
Fidelity Real Estate A	156,211	101,577
Fidelity Freedom Income A	170,154	23,189
Fidelity New Insights A	216,777	120,404
Fidelity Strategic Div Inc C	149,332	115,369
Fidelity Mid Cap II A	73,403	20,765
Fidelity Initial Discovery A	97,275	23,457
Fidelity Freedom 2045 A	319,778	231,270
Fidelity Freedom 2050 A	164,815	140,163
Fidelity Government Income A	24,878	12,166
Fidelity Asset Mgr 20%	27,532	23,007
Fidelity Asset Mgr 50%	12,049	4,844
Fidelity Asset Mgr 85%	22,400	8,509
Fidelity Asset Mgr 30%	1,184	811
Fidelity Asset Mgr 40%	736	1,404
Fidelity Asset Mgr 60%	286	0
Fidelity Asset Mgr 70%	11,630	6,196
Fidelity Asset Freedom 2055 A	<u>9,506</u>	<u>3,115</u>
Net investments	<u>\$17,905,368</u>	<u>\$15,184,168</u>

(1) Denotes investments that represent 5% or more of the Plan's net assets. During the years ended December 31, 2013 and 2012, no transactions, or series of transactions, in excess of 5% of Plan assets at the beginning of the year have occurred.

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

6. Information Certified by Trustee (unaudited) (continued)

	<u>2013</u>	<u>2012</u>
Changes in net assets:		
Income from investments	\$ 1,023,529	\$ 312,092
Net appreciation(depreciation) in fair value of investments and realized gains	1,300,845	1,249,646
Contributions	2,268,067	1,169,391
Withdrawals by participants	(1,698,706)	(623,196)
Corrective distributions	(32,723)	(18,507)
Expenses	(37,668)	(14,722)
Deemed distributions on notes receivable to participants	(3,946)	(3,553)

SUPPLEMENTAL SCHEDULE

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**

DECEMBER 31, 2013

<u>b. Identity of Issue Borrower, Lessor or Similar Party</u>	<u>c. Description of Investment Including Maturity Date, Rate Of Interest, Collateral Par of Maturity Value</u>	<u>d. Cost</u>	<u>e. Current</u>
Putnam Dynamic Asset Allocation – Growth Portfolio	Allocated between equity and fixed income investments, (emphasis mostly on the equity class)	(*)	\$ 29,763
Putnam Equity Income Fund	Invests in common stocks of U.S. companies with a focus on value stocks	(*)	370,288
Blackrock Global Allocation A	Seeks investment return through domestic and foreign equities, debt securities and money markets	(*)	776,092
Nuveen Mid Cap Index A	Seeks investment return that corresponds to the performance of the S&P's Mid Cap Composite Index	(*)	250,628
Heartland Select Value	Seeks long term capital thorough stocks which are, in Heartland Advisors' opinion, undervalued	(*)	250,505
INVS Small Cap Value A	Seeks capital appreciation through the equity securities of small cap companies in the Russell 2000 index	(*)	305,686
Fidelity Prime Fund	Short term money market securities	(*)	529,326
Fidelity Strategic Income A	Seeks current income through investment in debt and market securities, according to specific percentages	(*)	<u>290,854</u>
Subtotal			<u>\$2,803,142</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

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
Balance brought forward			\$2,803,142
Fidelity Small Cap A	Seeks long term growth of capital through investment in at least 80% of small market companies	(*)	78,430
Fidelity High Income A	Seeks current income through income-producing debt securities, with an emphasis on lower quality debt securities	(*)	91,611
Fidelity STK Sel All Cap A	Seeks capital appreciation through stocks of a variety of companies across different sectors of the market.	(*)	51,527
Fidelity Floating Rate A	Seeks current income through assets in floating rate, or lower quality debt securities	(*)	60,330
Fidelity Real Estate A	Seeks above-average income and long-term growth through at least 80% of assets in securities of real estate companies	(*)	156,211
Fidelity Freedom 2010 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2010	(*)	703,679
Fidelity Freedom 2020 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2020	(*)	<u>2,353,667</u>
Subtotal			<u>\$6,298,597</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

<u>b. Identity of Issue Borrower, Lessor or Similar Party</u>	<u>c. Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value</u>	<u>d. Cost</u>	<u>e. Current</u>
Balance brought forward			\$6,298,597
Fidelity Freedom 2030 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2030	(*)	2,377,843
Fidelity Freedom 2040 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2040	(*)	581,503
Fidelity Freedom Income A	Seeks current income through moderate asset allocation designed for investors already in retirement	(*)	170,154
Fidelity New Insights	Seeks growth through investment in stocks and in domestic and foreign issuers	(*)	216,777
Fidelity Freedom 2005 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2005	(*)	18,497
Fidelity Freedom 2015 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2015	(*)	1,881,368
Fidelity Freedom 2025 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2025	(*)	<u>3,843,192</u>
Subtotal			<u>\$15,387,931</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

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
Balance brought forward			\$15,387,931
Fidelity Freedom 2035 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2035	(*)	1,494,595
Fidelity Strategic Div Inc C	Seeks income through 50% common stocks, 15% in REITs, 15% in convertible securities and 20% preferred stocks	(*)	149,332
Fidelity Mid Cap II A	Seeks long term growth through companies with medium market capitalization	(*)	73,403
Fidelity International Discovery A	Seeks growth through investment in primarily non-US securities	(*)	97,275
Fidelity Freedom 2045 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2045	(*)	319,778
Fidelity Freedom 2050 A	Seeks total return through a moderate asset allocation designed for investors expecting to retire in 2050	(*)	164,815
Fidelity Government Income A	Seeks current income through at least 80% investment in U.S. securities	(*)	24,878
Fidelity Asset Mgr 20%	Seeks current income through investment in 50% bonds, 20% stocks and 30% In short term and money markets instruments	(*)	27,532
Subtotal			<u>\$17,739,539</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN**EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i****ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)**

DECEMBER 31, 2013

<u>b. Identity of Issue Borrower, Lessor or Similar Party</u>	<u>c. Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value</u>	<u>d. Cost</u>	<u>e. Current</u>
Balance brought forward			\$17,739,539
Fidelity Asset Mgr 50%	Maintains a neutral mix over time of 50% in stocks, 40% in bonds and 10% in money market instruments.	(*)	12,049
Fidelity Asset Mgr 85%	Seeks long term return through investment in 85% stocks and 15% bonds in short term and money market instruments	(*)	22,400
Fidelity Advisor Consumer Staples A	Seeks growth through investing primarily in companies engaged in the manufacture, sale or distribution of consumer staples	(*)	103,089
Fidelity Asset Mgr 30%	Seeks current income through investment in 30% stocks, 50% in bonds and 20% in short term and money market instruments	(*)	1,184
Fidelity Asset Mgr 40%	Seeks current income through investment in 40% stocks, 45% bonds and 15% in short term and money market instruments	(*)	736
Fidelity Asset Mgr 70%	Seeks long term returns through investment in 70% stocks, 25% bonds and 5% in money market instruments	(*)	11,630
Fidelity Asset Freedom 2055 A	Seeks high total return through investment In 15% domestic equity funds, 5% in international equity funds, 40% in bond funds and 40% in short-term funds	(*)	<u>9,506</u>
Subtotal			<u>\$17,900,133</u>

MARIETTA CORPORATION RETIREMENT SAVINGS PLAN

EIN #: 16-1074992/Plan Number: 001/Schedule H, line 4i

ITEM 27a – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)

DECEMBER 31, 2013

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
Balance brought forward			\$17,900,133
Fidelity Asset Mgr 60%	Seeks high total return over long term by allocating its assets 60 % stocks, 35% bonds and 5% in short-term and money market instruments.	(*)	286
First Eagle Gold A	Seeks to provide exposure to the investment characteristics of gold and, to a limited extent, precious metals.	(*)	4,949
Notes receivable to participants	4.25% – 9.25%		<u>882,279</u>
Total assets for investment purposes			<u>\$18,787,647</u>

Note: Column a. is omitted as not applicable.

(*) Cost information not required as per Special Rule for certain participant directed transactions.