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

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROCESS EQUIPMENT GROUP 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 007

1c Effective date of plan 01/01/1998

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

HILLENBRAND, INC.

ONE BATESVILLE BOULEVARD
BATESVILLE, IN 47006

2b Employer Identification Number (EIN)
26-1342272

2c Sponsor's telephone number
812-934-7500

2d Business code (see instructions)
339900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	THEODORE HADDAD
	Signature of plan administrator	Date	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 [X] 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**	312
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**	628
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	91
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	721
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f	Total. Add lines **6d** and **6e**.	**6f**	724
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	698
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2S 2T 3D 3H 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
PROCESS EQUIPMENT GROUP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500
HILLENBRAND, INC.

D Employer Identification Number (EIN)
26-1342272

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

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	GA62513	169	01/01/2013	12/31/2013

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

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	0		

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	6489151
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	0
c	Premiums due but unpaid at the end of the year	6c	0
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	0

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ SYNTHETIC GIC CONTRACT

b	Balance at the end of the previous year			7b	5620808
c	Additions: (1) Contributions deposited during the year	7c(1)	430957		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	102810		
	(4) Transferred from separate account	7c(4)	2454504		
	(5) Other (specify below)	7c(5)	33432		
	▶ LOAN REPAYMENTS				
	(6)Total additions			7c(6)	3021703
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	8642511
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1328282		
	(2) Administration charge made by carrier	7e(2)	656		
	(3) Transferred to separate account	7e(3)	547534		
	(4) Other (specify below)	7e(4)	276888		
	▶				
	(5) Total deductions			7e(5)	2153360
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	6489151

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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	**B** Three-digit plan number (PN) ▶
PROCESS EQUIPMENT GROUP 401(K) SAVINGS PLAN	007

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
HILLENBRAND, INC.	26-1342272

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

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

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

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	13642	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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.
ALZGI NFJ DIV VAL I - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%

(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.
ALZGI NFJ SMCPVL IS - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.10%

(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.
COL MID CP VAL OP R5 - COLUMBIA MG 04-2838628	0.10%

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.
COL/ACORN INTL Z - COLUMBIA MGT IN 04-3156901	0.40%

(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.
EAGLE SM CAP GRTH I - JPMORGAN INV J.P. MORGAN INVESTOR SERVICES CO. BOSTON, MA 02108	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.
GS GROWTH OPPS INST - GOLDMAN, SAC 13-5108880	0.10%

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.
INVS GLB REAL EST R5 - INVESCO CAN	5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%

(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.
INVS INTL GROWTH R5 - INVESCO INVE	11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	0.35%

(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.
JPM MIDCAP VALUE IS - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 64105	0.15%

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.
JPM SMRTRET INCM I - BOSTON FINANC 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.
JPM SMRTRET 2015 I - BOSTON FINANC 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.
JPM SMRTRET 2020 I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

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.
JPM SMRTRET 2025 I - BOSTON FINANC 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.
JPM SMRTRET 2030 I - BOSTON FINANC 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.
JPM SMRTRET 2035 I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

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.
JPM SMRTRET 2040 I - BOSTON FINANC 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.
JPM SMRTRET 2045 I - BOSTON FINANC 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.
JPM SMRTRET 2050 I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

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.
JPM SMRTRET 2055 I - BOSTON FINANC	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.
LOOMIS STRAT INC Y - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.20%

(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.
OPP DEVELOPING MKT Y - OFI GLOBAL	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	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
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.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%

(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.
PRU STABLE VALUE 22-3703799	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.
ROYCE VALUE PLUS IS - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.05%

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.
TRP NEW AMERICA GRTH - T. ROWE PRI 52-2269240	0.15%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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

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

A Name of plan
PROCESS EQUIPMENT GROUP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500
HILLENBRAND, INC.

D Employer Identification Number (EIN)
26-1342272

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	6616
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	11194983	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	28	35130
(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)	0	1066298
(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)	46267112	65339329
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	5620808	6489151

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	63082931	72936524
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	63082931	72936524

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)	2796033	
(B) Participants	2a(1)(B)	2948438	
(C) Others (including rollovers)	2a(1)(C)	123704	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5868175
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
(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)	30853	
(F) Other	2b(1)(F)	102810	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		133667
(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)	2494165	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2494165
(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)		8409367
c Other income	2c		-195152
d Total income. Add all **income** amounts in column (b) and enter total	2d		16710222
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6843631	
(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)		6843631
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		3948
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)	2060	
(4) Other	2i(4)	13642	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15702
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6863281
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9846941
l Transfers of assets:			
(1) To this plan	2l(1)		6652
(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: KATZ SAPPER & MILLER LLP **(2)** EIN: 35-1090346

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:

		Yes	No	Amount
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.)	4a		X	
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.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	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.

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

A Name of plan
PROCESS EQUIPMENT GROUP 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 007

C Plan sponsor's name as shown on line 2a of Form 5500
HILLENBRAND, INC.

D Employer Identification Number (EIN)
26-1342272

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): 04-6568107

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 of 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):

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

December 31, 2013 and 2012

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

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Independent Auditors' Report

To the Plan Administrator
Process Equipment Group 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Process Equipment Group 401(k) Savings Plan (formerly Size Reduction Group 401(k) Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Katz, Sapper & Miller, LLP
Certified Public Accountants

800 East 96th Street, Suite 500
Indianapolis, IN 46240

Tel 317.580.2000
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An Affiliate of
KSM Business Services, Inc.

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 at end of year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Katz, Sapper & Miller, LLP

Indianapolis, Indiana
October 14, 2014

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments at fair value:		
Mutual fund shares	$65,339,329	$46,267,112
Money market fund shares	35,130	28
Guaranteed investment contract	6,489,151	5,620,808
Total Investments	71,863,610	51,887,948
Receivables:		
Employer contributions	6,616	
Notes receivable from participants	1,070,308	
Total Receivables	1,076,924	
Assets in transit		11,194,983
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	72,940,534	63,082,931
Adjustment from fair value to contract value for fully benefit-responsive investment contract	81,347	(113,805)
NET ASSETS AVAILABLE FOR BENEFITS	$73,021,881	$62,969,126

See accompanying notes.

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment Income:	
Net appreciation in fair value of investments	$ 8,409,367
Interest and dividend income	2,596,979
Total Investment Income	11,006,346
Interest income on notes receivable from participants	30,915
Contributions:	
Participant salary	2,948,438
Participant rollover	123,704
Employer	2,796,033
Total Contributions	5,868,175
Total Additions	16,905,436
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid	6,843,631
Administrative expenses	15,702
Total Deductions	6,859,333
NET INCREASE	10,046,103
TRANSFERS FROM OTHER PLANS	
Rotex Global, LLC Retirement Investment Plan	4,835
Rotex Global, LLC Section 401(k) Retirement Savings Plan	1,817
Total Transfers from Other Plans	6,652
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of Year	62,969,126
End of Year	$ 73,021,881

See accompanying notes.

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of Process Equipment Group 401(k) Savings Plan (the Plan) (formerly Size Reduction Group 401(k) Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan was organized January 1, 1998, as a defined contribution retirement savings plan which, effective January 1, 2012, was sponsored by Hillenbrand, Inc. (Plan Sponsor). The Plan is for the benefit of substantially all eligible employees of Process Equipment Group, Inc., Terra Source Global Corp. (formerly known as Size Reduction Group), K-Tron America Inc., Premier Pneumatics, Inc. and Rotex Global, LLC (collectively, the Employer) who have at least three months of service and are age 18 or older. Employees covered by a collective bargaining agreement (with the exception of Rotex Steelworkers of America, Local 14734), leased employees, nonresident aliens, active participants in a non-United States pension plan, Co-op students, interns, employees on temporary assignment in the United States, non-benefit eligible employees that work less than 30 hours per week, and employees of Hillenbrand, Inc. are excluded from participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Mergers: During 2012, the Pension Finance and Pension Administration Committees of the Plan Sponsor voted to merge the K-Tron 401(k) Plan, Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan with and into the Plan effective December 31, 2012. All investment assets of the K-Tron 401(k) Plan, Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan were subsequently transferred to the Plan. See Note 7.

Contributions: Each year, Plan participants may authorize the Employer to contribute to the Plan up to 75% of their eligible annual compensation, subject to the maximum annual amount permitted under the Internal Revenue Code (IRC). Participants who attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions from amounts representing distributions from other qualified plans.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless an affirmative election not to participate in the Plan is executed. Automatically enrolled participants have their contribution rate set at 6% of eligible compensation and their contributions are invested in a designated fund until an investment election is made by the participant.

The Employer made a safe harbor non-elective contribution equal to 100% of the first 3% of compensation that each participant contributed to the Plan during 2013. The Employer may also elect to make discretionary matching and profit-sharing contributions to the Plan. In 2013, the Employer made matching contributions equal to 50% of the first 6% of compensation that each participant contributed to the Plan. No Employer profit-sharing contributions were made to the Plan for 2013.

Employer contributions include $226,606 in matching contributions and $341,217 in profit-sharing contributions from the Rotex Global, LLC Retirement Investment Plan and Rotex Global LLC Section 401(k) Retirement Savings Plan. These contributions represent 2012 Employer contribution liabilities that were funded during 2013 to the Plan. The contributions have been reported on the Plan's activity for 2013 due to the difference in accounting basis (cash basis) previously used by each of the Rotex plans.

Participants direct the investment of their contributions, as well as those made by the Employer, into various investment options offered by the Plan.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts: Each participant's account is credited with the participant's contributions and Employer safe harbor contributions, as well as allocations of the Employer's discretionary matching and profit-sharing contributions, and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeitures: Participants are vested immediately in their contributions plus actual earnings thereon. Employer safe harbor contributions and discretionary matching and profit-sharing contributions are immediately 100% vested. Plan participants who terminated prior to January 1, 2013 and whose assets merged from the Rotex Global, LLC Section 401(k) Retirement Savings Plan or the Rotex Global, LLC Retirement Investment Plan were 20% vested after two years of service, increasing by 20% per additional year, becoming fully vested with six years of credited service for Employer matching and profit-sharing contributions. Certain participants with credited service relating to companies acquired by the Employer retain the vesting schedule relating to their prior service, as more fully described in the Plan Agreement.

At December 31, 2013 and 2012, forfeited nonvested accounts of terminated participants totaled $35,108 and $207, respectively. These accounts will be used to reduce future Employer contributions or pay Plan expenses.

Notes Receivable from Participants: Participants may borrow from their account a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance. The repayment terms of the notes cannot exceed five years except for the purchase of the participant's principal residence, for which the terms may exceed five years per the Plan Agreement. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Benefits: Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account, or systematic installment payments. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account.

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the participants will become 100% vested in their accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment Valuation and Income Recognition: The Plan's investments were 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 3 for discussion of fair value measurements.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As discussed in Note 6, the Plan invests in a guaranteed investment contract which is a fully benefit-responsive fund. The Plan's statements of net assets available for benefits present the fair value of this investment, as well as the adjustment of this investment from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

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

Notes Receivable from Participants are stated at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are treated as distributions based upon the terms of the Plan Agreement.

Payment of Benefits: Benefits are recorded when paid.

Plan Expenses: Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Certain administration fees are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Tax Status: The Plan has adopted a volume submitter plan document whose sponsor has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the volume submitter plan document was designed in accordance with the applicable sections of the IRC. Although the Plan and the volume submitter plan document have been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Reclassifications: Certain amounts in the 2012 financial statements have been reclassified to conform to the presentation of the 2013 financial statements.

Subsequent Events: The Plan Administrator has evaluated the financial statements for subsequent events occurring through October 14, 2014, the date the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are described as follows:

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

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

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Following is a description of the valuation methodologies used by the Plan for investment assets that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Fund Shares and Money Market Fund Shares: Valued at the published net asset value (NAV), as reported by each fund, of the shares held by the Plan at the reporting date.

Guaranteed Investment Contract: Valued at fair value reported by the sponsoring insurance company based on the fair value of the bonds held by the stable value fund which underlies the guaranteed investment contract (GIC). The guaranteed interest rate provided to participants at contract value for the synthetic GIC is adjusted periodically by the insurer to reflect the current yields on similar instruments with comparable durations, considering the creditworthiness of the issuer. The fair value of the underlying bonds are based on quoted market prices when available or by pricing models and matrix pricing which maximizes the use of observable inputs. See below for significant unobservable inputs used and the related quantitative information.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 assets could result in a different fair value measurement at the reporting date.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2013 and 2012:

2013	Level 1	Level 3	Total
Mutual fund shares:			
Fixed income funds	$ 9,223,509		$ 9,223,509
Target retirement date funds	22,049,280		22,049,280
International equity funds	4,945,842		4,945,842
Index equity funds	14,191,277		14,191,277
Growth equity funds	9,885,293		9,885,293
Value equity funds	4,794,227		4,794,227
Specialty funds	249,901		249,901
Money market fund shares	35,130		35,130
Guaranteed investment contract:			
Stable value fund		$6,489,151	6,489,151
Total Investments at Fair Value	$65,374,459	$6,489,151	$71,863,610
2012			
Mutual fund shares:			
Fixed income funds	$ 6,001,435		$ 6,001,435
Target retirement date funds	18,714,769		18,714,769
International equity funds	3,054,790		3,054,790
Index equity funds	7,883,093		7,883,093
Growth equity funds	6,896,888		6,896,888
Value equity funds	3,601,270		3,601,270
Specialty funds	114,867		114,867
Money market fund shares	28		28
Guaranteed investment contract:			
Stable value fund		$5,620,808	5,620,808
Total Investments at Fair Value	$46,267,140	$5,620,808	$51,887,948

Following is a summary of the changes in the fair value of the Plan's Level 3 asset for the year ended December 31, 2013:

	Guaranteed Investment Contract
Balance at beginning of year	$ 5,620,808
Interest	102,810
Change in adjustment from contract value to fair value	(195,152)
Purchases	2,918,893
Sales	(1,958,208)
Balance at end of year	$ 6,489,151

At December 31, 2013 and 2012, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs as of December 31, 2013 and 2012.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
2013				
Prudential Stable Value Fund	$6,489,151	Market value	Interest rates Bond ratings Duration	0% - 10.35% AAA - BBB 1 month – 37.1 years
2012				
Prudential Stable Value Fund	$5,620,808	Market value	Interest rates Bond ratings Duration	0% - 10.35% AAA - BBB 1 month – 38.5 years

Valuation processes and procedures are the responsibility of the Pension Finance and Administration Committee, which reports to the Board of Directors of the Plan Sponsor. The committee meets at least quarterly with the Plan's registered investment advisor to discuss how investments are valued and any changes made in the valuation techniques or unobservable inputs.

NOTE 4 - INVESTMENT INFORMATION CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements, related notes and supplemental schedule has not been audited, but was obtained or derived from information provided to the Plan Administrator by the Plan's trustee. The following is a summary of the Plan's investment information which has been certified as complete and accurate as of December 31, 2013 and 2012, and for the year ended December 31, 2013, by Fidelity Management Trust Company, the Trustee, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2013	2012
Mutual Fund Shares:		
PIMCO Total Return Fund Institutional	$ 5,718,040*	$ 4,626,348*
Fidelity Contrafund	5,145,112*	4,095,643*
JPMorgan SmartRetirement 2015 Fund Institutional	5,291,103*	
JPMorgan SmartRetirement 2020 Fund Institutional	6,644,770*	
JPMorgan SmartRetirement 2025 Fund Institutional	4,163,763*	
Fidelity Freedom 2015 Fund		4,121,751*
Fidelity Freedom 2020 Fund		4,804,584*
Fidelity Freedom 2025 Fund		3,477,187*
Vanguard Institutional Index Fund	8,946,398*	5,065,554*
Other mutual fund shares	29,430,143	20,076,045
	65,339,329	46,267,112
Money Market Fund Shares:		
Fidelity Retirement Money Market Fund	35,130	28

NOTE 4 - INVESTMENT INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	2013	2012
Guaranteed Investment Contract:		
Prudential Stable Value Fund (at contract value)	$ 6,570,498*	$ 5,507,003*
Total Investments held by Trustee	$71,944,957	$51,774,143

* Represents 5% or more of the Plan's net assets available for benefits at the date indicated.

	2013
Interest and dividend income	$2,596,979
Net appreciation in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	$8,409,367

NOTE 5 - JOINT INVESTMENT IN SYNTHETIC GUARANTEED INVESTMENT CONTRACT (GIC)

In December 2011, the Plan Sponsor entered into a contract with The Prudential Insurance Company of America to invest in the Prudential Stable Value Fund on the behalf of: Hillenbrand, Inc. Savings Plan, Hillenbrand, Inc. Sales Executives' Pension Plan, and Process Equipment Group 401(k) Savings Plan (formerly, Size Reduction Group 401(k) Plan). The assets were purchased in January 2012. Each Plan's allocation of the contract is based on participant-directed investment elections, with interest income allocated daily based on the contract value owned by each Plan.

The synthetic GIC contract held total assets of $35,282,826 and $35,397,976 at December 31, 2013 and 2012, respectively. Interest income was $552,326 in 2013. The Plan's proportionate share in the contract as of December 31, 2013 and 2012, is presented in Note 4 and included interest income of $102,810 for 2013.

NOTE 6 - GUARANTEED INVESTMENT CONTRACT

The Plan has an investment in the Prudential Stable Value Fund, which is a synthetic GIC contract whose underlying assets are Prudential Core Conservative Intermediate Bond Fund (a collective trust) plus wrapper contracts to support the guaranteed interest rate. As described in Note 2, because this investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the fund. Contract value, as reported to the Plan by Prudential Insurance Company of America represents contributions made to the fund, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the issuer or otherwise. The average yield rate based on actual earnings of the fund was approximately 2.05% for 2013 and 1.17% for 2012, and the average interest rate credited to participants was approximately 1.68% for 2013 and 1.47% for 2012. The guaranteed minimum interest rate was 1.50% at December 31, 2013 and 2012.

NOTE 6 - GUARANTEED INVESTMENT CONTRACT (CONTINUED)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTE 7 - PLAN RESTATEMENT AND AMENDMENTS

Effective December 31, 2012, the Plan Agreement was amended to merge the K-Tron 401(k) Plan, Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan, all of which cover eligible employees of subsidiaries of the Plan Sponsor, with and into the Plan and to transfer each respective plan's assets and related liabilities to the Plan. The assets and related liabilities transferred in from Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan total $11,194,983 and were liquidated as of December 31, 2012. The liquidated assets are included in assets in transit on the accompanying statement of net assets available for benefits as of December 31, 2012. Residual transfers of $6,652 were transferred to the Plan during 2013. The assets transferred in from K-Tron 401(k) Plan were transferred in-kind and total $23,603,625 of mutual fund shares and $1,740,240 of the guaranteed investment contract on the accompanying statement of net assets available for benefits as of December 31, 2012.

Effective January 1, 2013, the Plan Agreement was restated and amended in its entirety on a volume submitter plan document sponsored by Fidelity Management Trust Company. The Plan was restated and amended to reflect a change in the Plan's name to Process Equipment Group 401(k) Savings Plan, to replace the safe harbor matching contribution with a safe harbor non-elective contribution, to permit participant loans (notes receivable from participants), to permit participants to make Roth contributions, to update the Plan's service requirement for eligibility purposes to three months of service, to update the Plan's eligible classes of employees, and to update the Plan Mergers and Participating Employers Addendums to the Plan Agreement.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are managed by an affiliate of Fidelity Management Trust Company, the trustee of the Plan; therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. The Trustee also receives indirect fees from investments which are deducted from investment returns. Direct fees paid by the Plan to the Trustee and its affiliate totaled $13,642 in 2013.

The Plan Sponsor provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan's investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Plan's financial statements.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$73,021,881	$62,696,126
Adjustment from contract value to fair value for fully benefit-responsive investment contract	(81,347)	113,805
Deemed distributions of notes receivable from participants	(4,010)	
Net assets per Form 5500	$72,936,524	$63,082,931

The following is a reconciliation of net increase per the financial statements to net income per Form 5500 for the year ended December 31, 2013:

Net increase per the financial statements	$10,046,103
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	(195,152)
Deemed distribution of notes receivable from participants	(4,010)
Net income per Form 5500	$ 9,846,941

SUPPLEMENTAL SCHEDULE

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

EIN 26-1342272 PN 007

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) and (c) Identity of Issue / Description of Investment	Number of Shares/Units	(d) Cost	(e) Current Value
	MUTUAL FUND SHARES			
	Columbia Acorn International Fund Z	5,179	**	$ 241,743
	PIMCO Total Return Fund Institutional	534,896	**	5,718,040
	Allianz NFJ Small Cap Value Fund	49,163	**	1,729,076
	Allianz NFJ Dividend Value Fund	161,440	**	2,579,810
	Loomis Sayles Strategy Income Fund Y	43,943	**	718,470
*	Fidelity Contrafund	53,517	**	5,145,112
*	Fidelity Government Income Fund	108,106	**	1,098,357
	JPMorgan SmartRetirement 2015 Fund Institutional	306,375	**	5,291,103
	JPMorgan SmartRetirement 2020 Fund Institutional	370,802	**	6,644,770
	JPMorgan SmartRetirement 2025 Fund Institutional	241,238	**	4,163,763
	JPMorgan SmartRetirement 2030 Fund Institutional	130,921	**	2,431,211
	JPMorgan SmartRetirement 2035 Fund Institutional	93,555	**	1,661,545
	JPMorgan SmartRetirement 2040 Fund Institutional	34,095	**	649,166
	JPMorgan SmartRetirement 2045 Fund Institutional	44,738	**	804,389
	JPMorgan SmartRetirement 2050 Fund Institutional	15,711	**	282,175
	JPMorgan SmartRetirement 2055 Fund Institutional	6,178	**	121,158
	JPMorgan SmartRetirement Income Fund Institutional	98,234	**	1,688,642
	JPMorgan Mid Cap Value Fund Institutional	13,820	**	485,341
	Eagle Small Cap Growth Fund I	18,808	**	1,093,668
	Vanguard Total International Stock Index Fund	10,001	**	1,120,204
	Vanguard Institutional Index Fund	52,850	**	8,946,398
	Vanguard Mid Cap Index Fund Signal	62,415	**	2,682,593
	Vanguard Small Cap Index Fund Signal	53,954	**	2,562,286
	T. Rowe Price New America Growth Fund	20,935	**	924,709
	Oppenheimer Developing Markets Fund Y	14,291	**	536,752
	Invesco Global Real Estate Fund	21,359	**	249,901
	Invesco International Growth Fund R5	58,475	**	2,005,703
	DFA International Value Portfolio Fund I	52,518	**	1,041,440
	Goldman Sachs Growth Opportunities Fund Institutional	89,386	**	2,721,804
	Total Mutual Fund Shares			65,339,329
	MONEY MARKET FUND SHARES			
*	Fidelity Retirement Money Market Fund	35,130	**	35,130
	GUARANTEED INVESTMENT CONTRACT			
	Prudential Stable Value Fund	254,977	**	6,489,151
*	**NOTES RECEIVABLE FROM PARTICIPANTS,** bearing interest at 4.25%, with maturities through June 2024		0	1,070,308
	TOTAL			$72,933,918

* Party-in-interest, but not prohibited transactions.
** Cost has been omitted for participant-directed investments.

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

December 31, 2013 and 2012

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

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Independent Auditors' Report

To the Plan Administrator
Process Equipment Group 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Process Equipment Group 401(k) Savings Plan (formerly Size Reduction Group 401(k) Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Katz, Sapper & Miller, LLP
Certified Public Accountants

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Indianapolis, IN 46240

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An Affiliate of
KSM Business Services, Inc.

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 at end of year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Katz, Sapper & Miller, LLP

Indianapolis, Indiana
October 14, 2014

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments at fair value:		
Mutual fund shares	$65,339,329	$46,267,112
Money market fund shares	35,130	28
Guaranteed investment contract	6,489,151	5,620,808
Total Investments	71,863,610	51,887,948
Receivables:		
Employer contributions	6,616	
Notes receivable from participants	1,070,308	
Total Receivables	1,076,924	
Assets in transit		11,194,983
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	72,940,534	63,082,931
Adjustment from fair value to contract value for fully benefit-responsive investment contract	81,347	(113,805)
NET ASSETS AVAILABLE FOR BENEFITS	$73,021,881	$62,969,126

See accompanying notes.

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment Income:	
Net appreciation in fair value of investments	$ 8,409,367
Interest and dividend income	2,596,979
Total Investment Income	11,006,346
Interest income on notes receivable from participants	30,915
Contributions:	
Participant salary	2,948,438
Participant rollover	123,704
Employer	2,796,033
Total Contributions	5,868,175
Total Additions	16,905,436
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid	6,843,631
Administrative expenses	15,702
Total Deductions	6,859,333
NET INCREASE	10,046,103
TRANSFERS FROM OTHER PLANS	
Rotex Global, LLC Retirement Investment Plan	4,835
Rotex Global, LLC Section 401(k) Retirement Savings Plan	1,817
Total Transfers from Other Plans	6,652
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of Year	62,969,126
End of Year	$ 73,021,881

See accompanying notes.

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of Process Equipment Group 401(k) Savings Plan (the Plan) (formerly Size Reduction Group 401(k) Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan was organized January 1, 1998, as a defined contribution retirement savings plan which, effective January 1, 2012, was sponsored by Hillenbrand, Inc. (Plan Sponsor). The Plan is for the benefit of substantially all eligible employees of Process Equipment Group, Inc., Terra Source Global Corp. (formerly known as Size Reduction Group), K-Tron America Inc., Premier Pneumatics, Inc. and Rotex Global, LLC (collectively, the Employer) who have at least three months of service and are age 18 or older. Employees covered by a collective bargaining agreement (with the exception of Rotex Steelworkers of America, Local 14734), leased employees, nonresident aliens, active participants in a non-United States pension plan, Co-op students, interns, employees on temporary assignment in the United States, non-benefit eligible employees that work less than 30 hours per week, and employees of Hillenbrand, Inc. are excluded from participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Mergers: During 2012, the Pension Finance and Pension Administration Committees of the Plan Sponsor voted to merge the K-Tron 401(k) Plan, Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan with and into the Plan effective December 31, 2012. All investment assets of the K-Tron 401(k) Plan, Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan were subsequently transferred to the Plan. See Note 7.

Contributions: Each year, Plan participants may authorize the Employer to contribute to the Plan up to 75% of their eligible annual compensation, subject to the maximum annual amount permitted under the Internal Revenue Code (IRC). Participants who attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions from amounts representing distributions from other qualified plans.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless an affirmative election not to participate in the Plan is executed. Automatically enrolled participants have their contribution rate set at 6% of eligible compensation and their contributions are invested in a designated fund until an investment election is made by the participant.

The Employer made a safe harbor non-elective contribution equal to 100% of the first 3% of compensation that each participant contributed to the Plan during 2013. The Employer may also elect to make discretionary matching and profit-sharing contributions to the Plan. In 2013, the Employer made matching contributions equal to 50% of the first 6% of compensation that each participant contributed to the Plan. No Employer profit-sharing contributions were made to the Plan for 2013.

Employer contributions include $226,606 in matching contributions and $341,217 in profit-sharing contributions from the Rotex Global, LLC Retirement Investment Plan and Rotex Global LLC Section 401(k) Retirement Savings Plan. These contributions represent 2012 Employer contribution liabilities that were funded during 2013 to the Plan. The contributions have been reported on the Plan's activity for 2013 due to the difference in accounting basis (cash basis) previously used by each of the Rotex plans.

Participants direct the investment of their contributions, as well as those made by the Employer, into various investment options offered by the Plan.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts: Each participant's account is credited with the participant's contributions and Employer safe harbor contributions, as well as allocations of the Employer's discretionary matching and profit-sharing contributions, and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeitures: Participants are vested immediately in their contributions plus actual earnings thereon. Employer safe harbor contributions and discretionary matching and profit-sharing contributions are immediately 100% vested. Plan participants who terminated prior to January 1, 2013 and whose assets merged from the Rotex Global, LLC Section 401(k) Retirement Savings Plan or the Rotex Global, LLC Retirement Investment Plan were 20% vested after two years of service, increasing by 20% per additional year, becoming fully vested with six years of credited service for Employer matching and profit-sharing contributions. Certain participants with credited service relating to companies acquired by the Employer retain the vesting schedule relating to their prior service, as more fully described in the Plan Agreement.

At December 31, 2013 and 2012, forfeited nonvested accounts of terminated participants totaled $35,108 and $207, respectively. These accounts will be used to reduce future Employer contributions or pay Plan expenses.

Notes Receivable from Participants: Participants may borrow from their account a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance. The repayment terms of the notes cannot exceed five years except for the purchase of the participant's principal residence, for which the terms may exceed five years per the Plan Agreement. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Benefits: Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account, or systematic installment payments. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account.

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the participants will become 100% vested in their accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment Valuation and Income Recognition: The Plan's investments were 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 3 for discussion of fair value measurements.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As discussed in Note 6, the Plan invests in a guaranteed investment contract which is a fully benefit-responsive fund. The Plan's statements of net assets available for benefits present the fair value of this investment, as well as the adjustment of this investment from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

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

Notes Receivable from Participants are stated at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are treated as distributions based upon the terms of the Plan Agreement.

Payment of Benefits: Benefits are recorded when paid.

Plan Expenses: Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Certain administration fees are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Tax Status: The Plan has adopted a volume submitter plan document whose sponsor has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the volume submitter plan document was designed in accordance with the applicable sections of the IRC. Although the Plan and the volume submitter plan document have been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Reclassifications: Certain amounts in the 2012 financial statements have been reclassified to conform to the presentation of the 2013 financial statements.

Subsequent Events: The Plan Administrator has evaluated the financial statements for subsequent events occurring through October 14, 2014, the date the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are described as follows:

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

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

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Following is a description of the valuation methodologies used by the Plan for investment assets that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Fund Shares and Money Market Fund Shares: Valued at the published net asset value (NAV), as reported by each fund, of the shares held by the Plan at the reporting date.

Guaranteed Investment Contract: Valued at fair value reported by the sponsoring insurance company based on the fair value of the bonds held by the stable value fund which underlies the guaranteed investment contract (GIC). The guaranteed interest rate provided to participants at contract value for the synthetic GIC is adjusted periodically by the insurer to reflect the current yields on similar instruments with comparable durations, considering the creditworthiness of the issuer. The fair value of the underlying bonds are based on quoted market prices when available or by pricing models and matrix pricing which maximizes the use of observable inputs. See below for significant unobservable inputs used and the related quantitative information.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 assets could result in a different fair value measurement at the reporting date.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2013 and 2012:

2013	Level 1	Level 3	Total
Mutual fund shares:			
Fixed income funds	$ 9,223,509		$ 9,223,509
Target retirement date funds	22,049,280		22,049,280
International equity funds	4,945,842		4,945,842
Index equity funds	14,191,277		14,191,277
Growth equity funds	9,885,293		9,885,293
Value equity funds	4,794,227		4,794,227
Specialty funds	249,901		249,901
Money market fund shares	35,130		35,130
Guaranteed investment contract:			
Stable value fund		$6,489,151	6,489,151
Total Investments at Fair Value	$65,374,459	$6,489,151	$71,863,610
2012			
Mutual fund shares:			
Fixed income funds	$ 6,001,435		$ 6,001,435
Target retirement date funds	18,714,769		18,714,769
International equity funds	3,054,790		3,054,790
Index equity funds	7,883,093		7,883,093
Growth equity funds	6,896,888		6,896,888
Value equity funds	3,601,270		3,601,270
Specialty funds	114,867		114,867
Money market fund shares	28		28
Guaranteed investment contract:			
Stable value fund		$5,620,808	5,620,808
Total Investments at Fair Value	$46,267,140	$5,620,808	$51,887,948

Following is a summary of the changes in the fair value of the Plan's Level 3 asset for the year ended December 31, 2013:

	Guaranteed Investment Contract
Balance at beginning of year	$ 5,620,808
Interest	102,810
Change in adjustment from contract value to fair value	(195,152)
Purchases	2,918,893
Sales	(1,958,208)
Balance at end of year	$ 6,489,151

At December 31, 2013 and 2012, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs as of December 31, 2013 and 2012.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
2013				
Prudential Stable Value Fund	$6,489,151	Market value	Interest rates Bond ratings Duration	0% - 10.35% AAA - BBB 1 month – 37.1 years
2012				
Prudential Stable Value Fund	$5,620,808	Market value	Interest rates Bond ratings Duration	0% - 10.35% AAA - BBB 1 month – 38.5 years

Valuation processes and procedures are the responsibility of the Pension Finance and Administration Committee, which reports to the Board of Directors of the Plan Sponsor. The committee meets at least quarterly with the Plan's registered investment advisor to discuss how investments are valued and any changes made in the valuation techniques or unobservable inputs.

NOTE 4 - INVESTMENT INFORMATION CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements, related notes and supplemental schedule has not been audited, but was obtained or derived from information provided to the Plan Administrator by the Plan's trustee. The following is a summary of the Plan's investment information which has been certified as complete and accurate as of December 31, 2013 and 2012, and for the year ended December 31, 2013, by Fidelity Management Trust Company, the Trustee, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2013	2012
Mutual Fund Shares:		
PIMCO Total Return Fund Institutional	$ 5,718,040*	$ 4,626,348*
Fidelity Contrafund	5,145,112*	4,095,643*
JPMorgan SmartRetirement 2015 Fund Institutional	5,291,103*	
JPMorgan SmartRetirement 2020 Fund Institutional	6,644,770*	
JPMorgan SmartRetirement 2025 Fund Institutional	4,163,763*	
Fidelity Freedom 2015 Fund		4,121,751*
Fidelity Freedom 2020 Fund		4,804,584*
Fidelity Freedom 2025 Fund		3,477,187*
Vanguard Institutional Index Fund	8,946,398*	5,065,554*
Other mutual fund shares	29,430,143	20,076,045
	65,339,329	46,267,112
Money Market Fund Shares:		
Fidelity Retirement Money Market Fund	35,130	28

NOTE 4 - INVESTMENT INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	2013	2012
Guaranteed Investment Contract:		
Prudential Stable Value Fund (at contract value)	$ 6,570,498*	$ 5,507,003*
Total Investments held by Trustee	$71,944,957	$51,774,143

* Represents 5% or more of the Plan's net assets available for benefits at the date indicated.

	2013
Interest and dividend income	$2,596,979
Net appreciation in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	$8,409,367

NOTE 5 - JOINT INVESTMENT IN SYNTHETIC GUARANTEED INVESTMENT CONTRACT (GIC)

In December 2011, the Plan Sponsor entered into a contract with The Prudential Insurance Company of America to invest in the Prudential Stable Value Fund on the behalf of: Hillenbrand, Inc. Savings Plan, Hillenbrand, Inc. Sales Executives' Pension Plan, and Process Equipment Group 401(k) Savings Plan (formerly, Size Reduction Group 401(k) Plan). The assets were purchased in January 2012. Each Plan's allocation of the contract is based on participant-directed investment elections, with interest income allocated daily based on the contract value owned by each Plan.

The synthetic GIC contract held total assets of $35,282,826 and $35,397,976 at December 31, 2013 and 2012, respectively. Interest income was $552,326 in 2013. The Plan's proportionate share in the contract as of December 31, 2013 and 2012, is presented in Note 4 and included interest income of $102,810 for 2013.

NOTE 6 - GUARANTEED INVESTMENT CONTRACT

The Plan has an investment in the Prudential Stable Value Fund, which is a synthetic GIC contract whose underlying assets are Prudential Core Conservative Intermediate Bond Fund (a collective trust) plus wrapper contracts to support the guaranteed interest rate. As described in Note 2, because this investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the fund. Contract value, as reported to the Plan by Prudential Insurance Company of America represents contributions made to the fund, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the issuer or otherwise. The average yield rate based on actual earnings of the fund was approximately 2.05% for 2013 and 1.17% for 2012, and the average interest rate credited to participants was approximately 1.68% for 2013 and 1.47% for 2012. The guaranteed minimum interest rate was 1.50% at December 31, 2013 and 2012.

NOTE 6 - GUARANTEED INVESTMENT CONTRACT (CONTINUED)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTE 7 - PLAN RESTATEMENT AND AMENDMENTS

Effective December 31, 2012, the Plan Agreement was amended to merge the K-Tron 401(k) Plan, Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan, all of which cover eligible employees of subsidiaries of the Plan Sponsor, with and into the Plan and to transfer each respective plan's assets and related liabilities to the Plan. The assets and related liabilities transferred in from Rotex Global, LLC Retirement Investment Plan and Rotex Global, LLC Section 401(k) Retirement Savings Plan total $11,194,983 and were liquidated as of December 31, 2012. The liquidated assets are included in assets in transit on the accompanying statement of net assets available for benefits as of December 31, 2012. Residual transfers of $6,652 were transferred to the Plan during 2013. The assets transferred in from K-Tron 401(k) Plan were transferred in-kind and total $23,603,625 of mutual fund shares and $1,740,240 of the guaranteed investment contract on the accompanying statement of net assets available for benefits as of December 31, 2012.

Effective January 1, 2013, the Plan Agreement was restated and amended in its entirety on a volume submitter plan document sponsored by Fidelity Management Trust Company. The Plan was restated and amended to reflect a change in the Plan's name to Process Equipment Group 401(k) Savings Plan, to replace the safe harbor matching contribution with a safe harbor non-elective contribution, to permit participant loans (notes receivable from participants), to permit participants to make Roth contributions, to update the Plan's service requirement for eligibility purposes to three months of service, to update the Plan's eligible classes of employees, and to update the Plan Mergers and Participating Employers Addendums to the Plan Agreement.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are managed by an affiliate of Fidelity Management Trust Company, the trustee of the Plan; therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. The Trustee also receives indirect fees from investments which are deducted from investment returns. Direct fees paid by the Plan to the Trustee and its affiliate totaled $13,642 in 2013.

The Plan Sponsor provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan's investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Plan's financial statements.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$73,021,881	$62,696,126
Adjustment from contract value to fair value for fully benefit-responsive investment contract	(81,347)	113,805
Deemed distributions of notes receivable from participants	(4,010)	
Net assets per Form 5500	$72,936,524	$63,082,931

The following is a reconciliation of net increase per the financial statements to net income per Form 5500 for the year ended December 31, 2013:

Net increase per the financial statements	$10,046,103
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	(195,152)
Deemed distribution of notes receivable from participants	(4,010)
Net income per Form 5500	$ 9,846,941

SUPPLEMENTAL SCHEDULE

PROCESS EQUIPMENT GROUP 401(k) SAVINGS PLAN
(formerly Size Reduction Group 401(k) Plan)

EIN 26-1342272 PN 007

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) and (c) Identity of Issue / Description of Investment	Number of Shares/Units	(d) Cost	(e) Current Value
	MUTUAL FUND SHARES			
	Columbia Acorn International Fund Z	5,179	**	$ 241,743
	PIMCO Total Return Fund Institutional	534,896	**	5,718,040
	Allianz NFJ Small Cap Value Fund	49,163	**	1,729,076
	Allianz NFJ Dividend Value Fund	161,440	**	2,579,810
	Loomis Sayles Strategy Income Fund Y	43,943	**	718,470
*	Fidelity Contrafund	53,517	**	5,145,112
*	Fidelity Government Income Fund	108,106	**	1,098,357
	JPMorgan SmartRetirement 2015 Fund Institutional	306,375	**	5,291,103
	JPMorgan SmartRetirement 2020 Fund Institutional	370,802	**	6,644,770
	JPMorgan SmartRetirement 2025 Fund Institutional	241,238	**	4,163,763
	JPMorgan SmartRetirement 2030 Fund Institutional	130,921	**	2,431,211
	JPMorgan SmartRetirement 2035 Fund Institutional	93,555	**	1,661,545
	JPMorgan SmartRetirement 2040 Fund Institutional	34,095	**	649,166
	JPMorgan SmartRetirement 2045 Fund Institutional	44,738	**	804,389
	JPMorgan SmartRetirement 2050 Fund Institutional	15,711	**	282,175
	JPMorgan SmartRetirement 2055 Fund Institutional	6,178	**	121,158
	JPMorgan SmartRetirement Income Fund Institutional	98,234	**	1,688,642
	JPMorgan Mid Cap Value Fund Institutional	13,820	**	485,341
	Eagle Small Cap Growth Fund I	18,808	**	1,093,668
	Vanguard Total International Stock Index Fund	10,001	**	1,120,204
	Vanguard Institutional Index Fund	52,850	**	8,946,398
	Vanguard Mid Cap Index Fund Signal	62,415	**	2,682,593
	Vanguard Small Cap Index Fund Signal	53,954	**	2,562,286
	T. Rowe Price New America Growth Fund	20,935	**	924,709
	Oppenheimer Developing Markets Fund Y	14,291	**	536,752
	Invesco Global Real Estate Fund	21,359	**	249,901
	Invesco International Growth Fund R5	58,475	**	2,005,703
	DFA International Value Portfolio Fund I	52,518	**	1,041,440
	Goldman Sachs Growth Opportunities Fund Institutional	89,386	**	2,721,804
	Total Mutual Fund Shares			65,339,329
	MONEY MARKET FUND SHARES			
*	Fidelity Retirement Money Market Fund	35,130	**	35,130
	GUARANTEED INVESTMENT CONTRACT			
	Prudential Stable Value Fund	254,977	**	6,489,151
*	**NOTES RECEIVABLE FROM PARTICIPANTS,** bearing interest at 4.25%, with maturities through June 2024		0	1,070,308
	TOTAL			$72,933,918

* Party-in-interest, but not prohibited transactions.
** Cost has been omitted for participant-directed investments.