

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

Part II	Basic Plan Information —enter all requested information								
1a Name of plan <u>MILLIKEN RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>335</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1965</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>335</u>	1c Effective date of plan <u>01/01/1965</u>					
1b Three-digit plan number (PN) ▶	<u>335</u>								
1c Effective date of plan <u>01/01/1965</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MILLIKEN & COMPANY</u> <u>PO BOX 1926, M-210</u> <u>SPARTANBURG, SC 29304</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>51-0105342</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>864-503-1833</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>314000</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>51-0105342</u>		2c Sponsor's telephone number <u>864-503-1833</u>		2d Business code (see instructions) <u>314000</u>			
2b Employer Identification Number (EIN) <u>51-0105342</u>									
2c Sponsor's telephone number <u>864-503-1833</u>									
2d Business code (see instructions) <u>314000</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	MELANIE STEINBACH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	MELANIE STEINBACH
	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) <u>RONALD ARCULEO</u> <u>DELOITTE TAX LLP</u> <u>1700 MARKET STREET</u> <u>PHILADELPHIA, PA 19103</u>			Preparer's telephone number (optional) <u>215-246-2300</u>

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address MILLIKEN BENEFITS COMMITTEE P.O BOX 1926, M-285 SPARTANBURG, SC 29304		3b Administrator's EIN 57-0627192 3c Administrator's telephone number 864-503-1548
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 12538
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 5475
b Retired or separated participants receiving benefits		6b 349
c Other retired or separated participants entitled to future benefits.....		6c 5753
d Subtotal. Add lines 6a , 6b , and 6c		6d 11577
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 87
f Total. Add lines 6d and 6e		6f 11664
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 11155
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2S 2T 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>MILLIKEN RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>335</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MILLIKEN & COMPANY</u>	D Employer Identification Number (EIN) <u>51-0105342</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

AMERICAN FUNDS P.O. BOX 6007
INDIANAPOLIS, IN 46206

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

PIMCO FUNDS DIST. INST P.O. BOX 55060
BOSTON, MA 02205

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

VANGUARD MARKETING CORP 100 VANGUARD BLVD
MALVERN, PA 19355

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

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

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

T ROWE PRICE RPS INC

100 EAST PRATT STREET
BALTIMORE, MD 21202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 28 37 38 49 50 52 59 62 64 65	NONE	50777	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

DELOITTE & TOUCHE

PO BOX 7247-6446
PHILADELPHIA, PA 19170

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	35108	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ELLWOOD ASSOCIATES

33 WEST MONROE STREET
SUITE 1850
CHICAGO, IL 60603

(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?
16 50	NONE	15248	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)

BRANDES FUNDS

11988 EL CAMINO REAL, SUITE 600
P.O. BOX 919048
SAN DIEGO, CA 92191

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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.

<p>(d) Enter name and EIN (address) of source of indirect compensation</p>	<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>
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Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: DELOITTE & TOUCHE LLP	b EIN: 13-3891517
c Position: ACCOUNTANT	
d Address: SUITE 300, INDEPENDENCE CORP. PARK 1 INDEPENDENCE POINTE GREENVILLE, SC 29615	e Telephone: 864-283-2480

Explanation: COMPANY DECIDED TO CHANGE OUTSIDE AUDITOR.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>MILLIKEN RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>335</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MILLIKEN & COMPANY</u>	D Employer Identification Number (EIN) <u>51-0105342</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2055 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-016</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1514870</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2050 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-015</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2272668</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2045 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-014</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7265201</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2040 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-013</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13980677</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2035 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-012</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>20793370</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2030 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-011</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36987335</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2025 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6785642-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>53894944</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: **T. ROWE PRICE RETIREMENT 2020 TRUST**

b Name of sponsor of entity listed in (a): **T. ROWE PRICE TRUST COMPANY**

c EIN-PN 35-6785642-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67516851
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a Name of MTIA, CCT, PSA, or 103-12 IE: **T. ROWE PRICE RETIREMENT 2015 TRUST**

b Name of sponsor of entity listed in (a): **T. ROWE PRICE TRUST COMPANY**

c EIN-PN 35-6785642-008	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44198475
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a Name of MTIA, CCT, PSA, or 103-12 IE: **T. ROWE PRICE RETIREMENT 2010 TRUST**

b Name of sponsor of entity listed in (a): **T. ROWE PRICE TRUST COMPANY**

c EIN-PN 35-6785642-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15391487
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a Name of MTIA, CCT, PSA, or 103-12 IE: **T. ROWE PRICE RETIREMENT 2005 TRUST**

b Name of sponsor of entity listed in (a): **T. ROWE PRICE TRUST COMPANY**

c EIN-PN 35-6785642-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8968959
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a Name of MTIA, CCT, PSA, or 103-12 IE: **T. ROWE PRICE RETIREMENT INC TRUST**

b Name of sponsor of entity listed in (a): **T. ROWE PRICE TRUST COMPANY**

c EIN-PN 35-6785642-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15261916
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a Name of MTIA, CCT, PSA, or 103-12 IE: **T. ROWE PRICE U.S. TR MONEY MKT TST**

b Name of sponsor of entity listed in (a): **T. ROWE PRICE TRUST COMPANY**

c EIN-PN 52-6559833-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 143683924
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan MILLIKEN RETIREMENT PLAN	B Three-digit plan number (PN) ▶	335
C Plan sponsor's name as shown on line 2a of Form 5500 MILLIKEN & COMPANY	D Employer Identification Number (EIN) 51-0105342	

Part I	Asset and Liability Statement			
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets		(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	56162	0
	(2) Participant contributions	1b(2)	134169	0
	(3) Other	1b(3)	5693507	1055000
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3141510	3103008
	(2) U.S. Government securities	1c(2)	56684382	42845673
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)	42772943	34552925
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	253335076	315139401
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	18940805	17220295
	(9) Value of interest in common/collective trusts	1c(9)	390759377	431730677
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	165187755	190860565
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	1602689	1075785

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	938308375	1037583329

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	5691968	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	5691968	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	932616407	1037583329
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10892663	
(B) Participants	2a(1)(B)	16930401	
(C) Others (including rollovers)	2a(1)(C)	98043	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		27921107
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	871546	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		871546
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	83	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4335445	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4335528
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	44454732	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	42822039	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1632693
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	88789169	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		88789169

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		45363843
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		28251507
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		197165393

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	83127536	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		83127536
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	50356	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	50778	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		101134
j Total expenses. Add all expense amounts in column (b) and enter total	2j		83228670

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		113936723
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		8969801

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: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
PACOLET MILLIKEN ENTERPRISES, INC. RETIREMENT PLAN	26-1392109	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>MILLIKEN RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>335</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MILLIKEN & COMPANY</u>	D Employer Identification Number (EIN) <u>51-0105342</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-1481931</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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): _____

Financial Statements and Report of
Independent Certified Public Accountants

The Milliken Retirement Plan

December 31, 2013 and 2012

Table of contents

Report of Independent Certified Accountants	1-2
Financial statements:	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Notes to financial statements	5-12
Supplemental schedule:	
Schedule H, Line 4i – Schedule of assets (held at end of year)	13-27



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Benefits Administration Committee of
The Milliken Retirement Plan:

Report on the financial statements

We were engaged to audit the accompanying financial statements of **The Milliken Retirement Plan** (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2013, 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

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

Auditor's responsibility

Our responsibility is to express an opinion on the 2013 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph; however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of and for the year ended December 31, 2013, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the 2013 financial statements.

Supplementary information

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

Other matter

The financial statements of the Plan as of and for the year ended December 31, 2012 were audited by other auditors. Those auditors expressed an unmodified opinion on those 2012 financial statements in their report dated October 14, 2013.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the certified information described in Note 3, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Charlotte, North Carolina
October 14, 2014

Statements of net assets available for benefits

As of December 31	2013	2012
	\$	\$
Assets		
Investments at fair value:		
Participant-directed investments	1,019,308,034	913,483,732
Total investments at fair value	1,019,308,034	913,483,732
Receivables:		
Accrued investment income receivable	-	930,794
Due from broker for securities sold	-	4,762,713
Participants' contributions receivable (including loan repayments)	-	134,169
Employers' contributions receivable	-	56,162
Other receivable	1,055,000	-
Notes receivable from participants	17,220,295	18,940,805
Total receivables	18,275,295	24,824,643
Total assets	1,037,583,329	938,308,375
Liabilities		
Accrued administrative expenses	-	377,806
Due to broker for securities purchased	-	5,314,162
Total liabilities	-	5,691,968
Net assets available for benefits	1,037,583,329	932,616,407

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

Statements of changes in net assets available for benefits

For the years ended December 31	2013	2012
	\$	\$
Additions:		
Investment income:		
Mutual funds	26,421,739	14,839,088
Commingled funds	90,421,862	49,641,909
Collective trust funds	45,363,015	31,214,836
Interest and dividends	6,166,124	7,011,245
Net investment income	168,372,740	102,707,078
Contributions:		
Employer's	10,892,663	10,430,149
Participants'	17,028,444	17,349,826
Total contributions	27,921,107	27,779,975
Interest income on notes receivable from participants	871,546	843,090
Transfer from other plans	-	8,094,028
Total additions	197,165,393	139,424,171
Deductions:		
Benefits paid to participants	83,127,536	80,672,011
Administrative expenses	101,134	-
Total deductions	83,228,670	80,672,011
Increase in net assets available for benefits, before transfer	113,936,723	58,752,160
Transfer to other plan	8,969,801	-
Increase in net assets available for benefits, after transfer	104,966,922	58,752,160
Net assets available for benefits:		
Beginning of year	932,616,407	873,864,247
End of year	1,037,583,329	932,616,407

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

Notes to financial statements

1 Description of The Plan

The following description of The Milliken Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined contribution retirement plan covering associates of Milliken & Company, its participating domestic subsidiaries, and certain affiliated companies (collectively, the Company). The Plan currently allows all eligible associates of the Company to participate in the Plan. An associate becomes eligible on the earlier of the first date on which he or she has attained the age of 21 and completed a year of service or the first date on which he or she has completed two years of service. The Milliken Benefits Administration Committee appointed by the Board of Directors of the Company controls and manages the operations and administration of the Plan. T. Rowe Price Trust Company (the Trustee) serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

In January 2012, the Plan was amended to convert to a Safe Harbor Plan. The amendment also included changes to the vesting period. All active participants were 100% vested as of January 1, 2012.

As of January 1, 2013, Pacolet Milliken Enterprises and Lockhart Power divested from Milliken & Company. Subsequent to this divestiture, Pacolet Milliken Enterprises and Lockhart Power established a defined contribution plan for their associates. At that time, all active associates and their related Plan assets were transferred out of the Plan and into the newly created Pacolet Milliken Enterprises, Inc. Retirement Plan. Net assets transferred out of the Plan totaled \$8,969,801 as "Transfer to other plans" on the statement of changes in net assets available for benefits.

Milliken & Company acquired SiVance LLC during the year ended December 31, 2011. Effective March 22, 2012, the SiVance 401(k) Plan merged into the Plan in accordance with the provisions of Internal Revenue Code (IRC) Section 414(l). Net assets merged into the Plan totaled \$8,094,028 and were shown as "Transfer from other plans" on the statement of changes in net assets available for benefits and are included within "Participant-directed investments" on the statement of net assets available for benefits. The net assets of the SiVance Plan were deposited into the Plan on March 22, 2012. All provisions under the SiVance Plan (such as participant loans, hardship withdrawal sources, vesting, and age 59½ withdrawals) that are protected under IRC Section 411(d)(6) were preserved under the Plan. Participant loans that existed at the time of the merger of the SiVance Plan into the Plan are treated as active loans in the Plan until such time that the loans are fully paid.

Contributions

Each year, participants may contribute up to 50% of their pretax annual compensation, as defined in the Plan, subject to certain IRC limitations. The Company makes matching contributions equal to 200% of the associate's voluntary contributions up to 2% of compensation. Participants may also contribute amounts representing distributions from certain other qualified defined benefit or defined contribution plans.

The Plan was amended January 1, 2012, such that all active participants were immediately vested in all contributions. Inactive employees are still subject to a graded six-year vesting schedule.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's contributions, and an allocation of Plan earnings, and charged with withdrawals and allocations of Plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and any employer contributions. Inactive participants as of January 1, 2012 are fully vested in Company contributions after six years of credited service, based on a graded vesting schedule.

Participant Loans

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. Loans are secured by an assignment of the participant's vested interest in the Plan and bear interest at a rate commensurate with local prevailing rates at the time funds are borrowed, as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions. Loan terms shall not exceed five years except for the purchase of a primary residence in which case the loan term will be fifteen years. Participants may not have more than one loan outstanding at any time. As of December 31, 2013 and 2012, participant loans have maturities through 2043 and 2016, respectively, at interest rates of ranging from 3.25% to 5.25% and 4.25%, respectively.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, a specific amount, or installments that can be paid monthly, quarterly, semiannually or annually. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account in the same manner. Any amount payable under the Plan shall be settled by the payment of one lump sum if the participant's vested account has a balance less than \$1,000.

Forfeited Accounts

During the years ended December 31, 2013 and 2012, employer contributions were reduced by \$237,411 and \$196,099, respectively, from forfeited nonvested accounts. Forfeited non-vested accounts totaled \$10,153 and \$488 at December 31, 2013 and 2012, respectively.

2 Summary of Significant Accounting Policies**Basis of Accounting**

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

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments in collective trusts and mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Administrative Expenses

Administrative expenses of the Plan are paid by the Plan or the Company, as provided in the Plan document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

3 Information Certified by Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, T. Rowe Price Trust Company, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments at fair value and notes receivable from participants as shown in the statement of net assets available for benefits as of December 31, 2013
- Net investment income and interest income on notes receivable from participants as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013
- Schedule H, Line 4i – Schedule of assets (held at end of year) as of December 31, 2013

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

4 Fair Value Measurement of Financial Instruments

Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, 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.

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

The following is a description of valuation methodologies used for assets recorded at fair value.

Mutual Funds

Shares of registered investment companies (mutual funds) are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective Trust Funds

Valued at the net asset value of units owned as provided by Trustee. The Plan is using a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Commingled Funds

The Plan investments include commingled funds, which are separately managed portfolios with varying underlying investments in common stocks, mutual funds, money market funds, corporate bonds, U.S. Government securities, and municipal bonds. The underlying investments of the commingled funds are valued as follows:

- Short-term investments are stated at amortized cost, which approximates fair value.
- Common stocks are valued at the closing price reported in the active market in which the individual security is traded.
- U.S. Government securities and corporate and municipal bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings.
- When quoted prices are not available for identical or similar investments, the investment is valued under a discounted cash flow approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

The following table set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2013.

December 31, 2013	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	\$	\$	\$	\$
Mutual funds:				
U.S. equity	97,112,475	-	-	97,112,475
International equity	42,991,245	-	-	42,991,245
Fixed income	27,861,422	-	-	27,861,422
Total mutual funds	167,965,142	-	-	167,965,142
Commingled funds:				
Common stock:				
Basic materials	21,960,486	-	-	21,960,486
Business services	4,160,148	-	-	4,160,148
Consumer goods and services	48,817,984	-	-	48,817,984
Entertainment and media	12,448,605	-	-	12,448,605
Financial services	50,228,252	-	-	50,228,252
Healthcare	27,391,693	-	-	27,391,693
Hospitality services	16,483,529	-	-	16,483,529
Industrial services and products	38,321,634	-	-	38,321,634
Retail	28,608,558	-	-	28,608,558
Technology	45,177,749	-	-	45,177,749
Telecommunications	11,420,500	-	-	11,420,500
Utilities	10,120,263	-	-	10,120,263
Mutual funds	-	22,734,596	-	22,734,596
Money market funds	-	3,103,008	-	3,103,008
Corporate bonds	-	34,713,752	-	34,713,752
U.S. government securities	-	42,845,673	-	42,845,673
Municipal bonds	-	1,075,785	-	1,075,785
Total commingled funds	315,139,401	104,472,814	-	419,612,215
Collective trust funds:				
Target retirement funds	-	288,046,753	-	288,046,753
Money market fund	-	143,683,924	-	143,683,924
Total collective trust funds	-	431,730,677	-	431,730,677
Total investments	483,104,543	536,203,491	-	1,019,308,034

The following table set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012.

December 31, 2012	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	\$	\$	\$	\$
Mutual funds:				
U.S. equity	73,350,491	-	-	73,350,491
International equity	38,707,774	-	-	38,707,774
Fixed income	40,488,937	-	-	40,488,937
Total mutual funds	152,547,202	-	-	152,547,202
Commingled funds:				
Common stock:				
Basic materials	-	17,816,590	-	17,816,590
Business services	-	3,602,017	-	3,602,017
Consumer goods and services	-	41,580,561	-	41,580,561
Entertainment and media	-	8,360,422	-	8,360,422
Financial services	-	38,915,450	-	38,915,450
Healthcare	-	19,676,378	-	19,676,378
Hospitality services	-	11,587,294	-	11,587,294
Industrial services and products	-	31,216,635	-	31,216,635
Retail	-	15,617,505	-	15,617,505
Technology	-	46,025,954	-	46,025,954
Telecommunications	-	10,165,427	-	10,165,427
Utilities	-	8,770,843	-	8,770,843
Mutual funds	-	12,640,553	-	12,640,553
Money market funds	-	3,141,510	-	3,141,510
Corporate bonds	-	42,772,943	-	42,772,943
U.S. government securities	-	56,684,382	-	56,684,382
Municipal bonds	-	1,602,689	-	1,602,689
Total commingled funds	-	370,177,153	-	370,177,153
Collective trust funds:				
Target retirement funds	-	242,660,430	-	242,660,430
Money market fund	-	148,098,947	-	148,098,947
Total collective trust funds	-	390,759,377	-	390,759,377
Total	152,547,202	760,936,530	-	913,483,732

Transfers Between Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. During the evaluation, plan management reviews the trading activity for these investments and determines if the investment should transfer out of Level 2 into Level 1 due to increased trading volume or if the investment should transfer out of Level 1 into Level 2 due to decreased trading volume. During 2013, management transferred corporate bonds from Level 1 to Level 2 and Level 2 to Level 1 based upon changes in trading activity.

5 Investments

The Plan's investments that represented 5% or more of net assets available for benefits as of December 31, 2013 and 2012, are as follows:

	2013	2012
	\$	\$
T. Rowe Price U.S. Treasury Money Market Trust Fund	143,683,924	148,098,947
T. Rowe Price Retirement 2020 Trust Fund	67,516,851	52,408,569
T. Rowe Price Retirement 2025 Trust Fund	53,894,944	*

* Does not represent 5% or more of the Plan's net assets in the respective year.

6 Party-in-interest Transactions

Certain Plan investments are shares of mutual funds and units of collective trust funds and commingled funds managed by T. Rowe Price Trust Company, the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to T. Rowe Price Trust Company for recordkeeping services during 2013 and 2012 were \$50,778 and \$58,166, respectively. Fees paid by the Plan for investment management services were deducted from income earned on each fund. Notes receivable from participants also qualify as party-in-interest transactions.

7 Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. In the event that the Plan is terminated, affected participants would become 100% vested in their accounts.

8 Federal Income Tax Status

The Plan obtained its latest determination letter on May 20, 2014 in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable regulations of the IRC. The Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

9 Net Asset Value (NAV) Per Share

In accordance with ASC 820, the Plan has disclosed the category, fair value, redemption frequency and redemption notice period for those assets whose fair value is estimated using the NAV per share as of December 31, 2013 and 2012.

The following tables as of December 31, 2013 and 2012, set forth a summary of the Plan's investments with a reported NAV:

Investment	2013 Fair Value	2012 Fair Value	Redemption Frequency	Redemption Notice Period
	\$	\$		
Target retirement funds (a)	288,046,753	242,660,430	Immediate	90 days
Money market funds (b)	146,786,932	148,098,947	Immediate	90 days
Total	434,833,685	390,759,377		

- (a) The investment objective of the target retirement funds is to provide exposure to a diversified mix of stocks, bonds, and cash by investing in several or all of the underlying trusts. For all funds other than the Retirement Income Trust, the allocation to equity-based underlying trusts is expected to become increasingly conservative over time, with substantial exposure to equity-based underlying trusts (approximately 55%) remaining at the end of their target years, and the most conservative allocation (approximately 20%) projected to occur 30 years after the target date is reached. The T. Rowe Price Retirement Income Trust's allocation will remain generally static, with approximately 40% of its assets invested in equity-based underlying trusts and approximately 30% invested in each of the fixed-income and short-term income underlying trusts.
- (b) The investment objective of the money market funds are to maximize the safety of capital, liquidity, and, consistent with these objectives, the highest available current income. The trust will invest substantially all of its assets in short-term U.S. Treasury obligations and repurchase agreements collateralized by U.S. Treasury obligations.

10 Subsequent Events

The Plan has evaluated events and transactions for potential recognition or disclosure through October 14, 2014, the date the financial statements were available to be issued, and has determined that there are no material subsequent events that require adjustment to or disclosure in the financial statements.

Schedule H, Line 4i – Schedule of assets (held at end of year)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
				\$
	Vanguard Institutional Index	Mutual fund	**	9,436,509
	Brandes Institutional International Equity	Mutual fund	**	2,574,901
	Vanguard Total Stock Market Index Fund	Mutual fund	**	48,092,478
	American Funds EuroPacific Growth Fund	Mutual fund	**	34,798,439
	PIMCO Total Return Institutional Fund	Mutual fund	**	27,861,422
	Vanguard Extended Markets Index Fund	Mutual fund	**	6,291,244
	Vanguard Total International Stock Index Fund	Mutual fund	**	5,617,905
*	T. Rowe Price Small Cap Stock Fund	Mutual fund	**	33,292,244
	Total mutual funds			167,965,142
	3M Co	Common stock	**	168,300
	Accenture PLC	Common stock	**	16,444
	AES Corp	Common stock	**	600,714
	AETNA Inc.	Common stock	**	13,718
	Agilent Technologies Inc.	Common stock	**	451,801
	AIRGAS Inc.	Common stock	**	33,555
	Akamai Technologies	Common stock	**	693,546
	Alexion Pharmaceuticals	Common stock	**	1,716,474
	Allergan Inc.	Common stock	**	322,132
	Alliance Data Systems	Common stock	**	762,497
	Allstate Corp.	Common stock	**	1,739,826
	Amazon.com Inc.	Common stock	**	9,132,291
	American Express Co.	Common stock	**	2,123,082
	American Express Co.	Common stock	**	1,714,797
	American Tower Corp. CL-A	Common stock	**	3,089,034
	Ameriprise Financial Inc.	Common stock	**	973,323
	AmerisourceBergen Corp	Common stock	**	56,248
	Anadarko Petroleum Corp.	Common stock	**	1,340,508
	Analog Devices Inc.	Common stock	**	1,120,460
	Apache Corp	Common stock	**	2,732,892
	Apple Computer Inc.	Common stock	**	2,917,772
	Apple Inc.	Common stock	**	1,907,774
	Applied Materials Inc.	Common stock	**	1,183,461
	Archer-Daniels Midland Co.	Common stock	**	1,727,320
	AT&T Inc.	Common stock	**	2,197,430
	Autodesk Inc.	Common stock	**	45,297
	Avon Products Inc.	Common stock	**	928,158
	Baidu Ince-Spon Adr	Common stock	**	2,614,836
	Bank of America Corp.	Common stock	**	2,397,391
	Bank of New York Mellon	Common stock	**	48,916
	Becton Dickinson & Co	Common stock	**	165,735
	Biogen Idec Inc.	Common stock	**	3,566,812
	Boeing Company	Common stock	**	2,948,184
	Boeing Company	Common stock	**	1,788,019
	BP PLC	Common stock	**	848,342
	Bristol-Myers Squibb Co.	Common stock	**	1,658,280
	CA Inc.	Common stock	**	434,085
	Cablevision System	Common stock	**	708,235
	Cabot Oil & Gas	Common stock	**	124,032
	Cameron International	Common stock	**	29,765
	Campbell Soup Co.	Common stock	**	1,363,320
	Canadian Pacific Railway	Common stock	**	287,508
	Cardinal Health Inc.	Common stock	**	193,749
	Carnival Corporation	Common stock	**	72,306.00
	Carnival Corporation	Common stock	**	1,377,831
	Celgene Corp.	Common stock	**	3,244,032
	Centurylink Inc.	Common stock	**	677,131

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Chevron Corp.	Common stock	**	3,549,193
	Chipotle Mexican Grill	Common stock	**	1,971,286
	Chubb Corp.	Common stock	**	753,714
	Cisco Systems Inc.	Common stock	**	1,259,445
	Citigroup Inc.	Common stock	**	297,027
	Citrix Systems Inc.	Common stock	**	37,950
	Clorox Company	Common stock	**	1,595,472
	Coca Cola	Common stock	**	107,406
	Cognizant Tech Solutions	Common stock	**	1,656,072
	Comcast Corp.	Common stock	**	758,689
	Computer Sciences Corp.	Common stock	**	1,095,248
	Concho Resources Inc.	Common stock	**	702,000
	Conocophillips	Common stock	**	607,590
	Consol Energy	Common stock	**	1,110,768
	Constellation Brands Inc.	Common stock	**	197,064
	Corning Inc.	Common stock	**	1,420,254
	Costco Wholesale Corp.	Common stock	**	464,139
	Covidien PLC	Common stock	**	435,840
	Ctrip.com International	Common stock	**	605,364
	CVS Corp	Common stock	**	887,468
	Danaher Corp.	Common stock	**	4,817,280
	Deere & Co.	Common stock	**	913,300
	Dell Inc.	Common stock	**	1,167,375
	Delta Air Lines	Common stock	**	681,256
	Diamond Offshore Drilling	Common stock	**	927,796
	Discovery Communication – Class C	Common stock	**	2,289,378
	Dollar Tree Inc.	Common stock	**	372,372
	Duke Energy Corp.	Common stock	**	1,719,591
	E.I. Du Pont De Nemours & Co.	Common stock	**	916,077
	Eaton Corp Plc	Common stock	**	868,453
	Ebay Inc.	Common stock	**	1,827,837
	Ecolab Inc.	Common stock	**	2,095,827
	Emerson Electric Co.	Common stock	**	1,901,878
	Entergy Corp.	Common stock	**	1,297,035
	EOG Resources Inc.	Common stock	**	251,760
	EQT Corp	Common stock	**	1,077,360
	Exelon Corporation	Common stock	**	1,018,908
	Express Scripts Inc.	Common stock	**	245,840
	Exxon Mobil Corporation	Common stock	**	2,982,566
	Facebook Inc. A	Common stock	**	2,765,796
	Fastenal Company	Common stock	**	598,626
	FedEx Corporation	Common stock	**	1,365,815
	FirstEnergy Corp.	Common stock	**	713,852
	Fiserv Inc.	Common stock	**	980,230
	Flowserve Corp	Common stock	**	677,938
	FMC Corporation	Common stock	**	430,122
	FMC Technologies Inc.	Common stock	**	31,326
	Ford Motor Co	Common stock	**	805,446
	Fossil Inc.	Common stock	**	851,574
	Franklin Resources Inc.	Common stock	**	1,668,397
	General Electric Co.	Common stock	**	4,650,177
	General Mtr Co. Preferred Stock	Common stock	**	976,793
	Genuine Parts Company	Common stock	**	865,176
	Gilead Sciences Inc.	Common stock	**	5,606,190

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	GlaxoSmithKline PLC	Common stock	**	811,528
	Goldman Sachs Group Inc.	Common stock	**	17,726
	Google Inc.	Common stock	**	10,142,426
	Green Mountain Coffee	Common stock	**	513,944
	Harley-Davidson	Common stock	**	1,170,156
	Harris Corp	Common stock	**	1,507,896
	Henry Schein Inc.	Common stock	**	57,130
	Hess Corp	Common stock	**	1,759,600
	Hilton Worldwide Holdings	Common stock	**	180,225
	Home Depot Inc.	Common stock	**	1,827,948
	Honeywell International Inc.	Common stock	**	1,041,618
	Honeywell International Inc.	Common stock	**	2,019,277
	Hospira	Common stock	**	532,512
	Hunt Transport Inc.	Common stock	**	231,900
	IHS Inc.-CLASS A	Common stock	**	263,340
	Illinois Tool Works Inc.	Common stock	**	2,219,712
	Intercontinentalexchange Inc.	Common stock	**	1,102,108
	International Paper Co.	Common stock	**	2,091,129
	Intuit Inc.	Common stock	**	38,160
	Invesco LTD	Common stock	**	1,739,920
	Johnson & Johnson	Common stock	**	2,243,955
	Johnson Controls Inc.	Common stock	**	174,420
	Johnson Controls, Inc.	Common stock	**	1,082,430
	Joy Global Inc.	Common stock	**	824,709
	JPMorgan Chase & Co.	Common stock	**	17,544
	JPMorgan Chase & Co.	Common stock	**	4,178,922
	Juniper Networks Inc.	Common stock	**	15,799
	Kansas City Southern	Common stock	**	1,436,428
	Kohl's	Common stock	**	1,736,550
	L Brands Inc.	Common stock	**	940,120
	Las VegasSands Corp.	Common stock	**	2,981,286
	Legg Mason Inc.	Common stock	**	1,430,492
	Lennar Corporation Cl-A	Common stock	**	63,296
	Liberty Global PLC-A	Common stock	**	124,586
	Lincoln National Corp.	Common stock	**	817,351
	LinkedIn Corporation	Common stock	**	1,192,565
	Loews Corp	Common stock	**	496,872
	Lowe's Cos Inc.	Common stock	**	1,669,835
	Lululemon Athletica Inc.	Common stock	**	242,023
	Macy's Inc.	Common stock	**	1,057,320
	Madison Square Garden Inc.	Common stock	**	630,501
	Marriot International Inc.	Common stock	**	483,382
	Marsh & McLennan Companies Inc.	Common stock	**	1,958,580
	Marsh & McLennan COS	Common stock	**	425,568
	Masco Corp.	Common stock	**	876,645
	MasterCard Inc.	Common stock	**	5,889,993
	Mattel Inc.	Common stock	**	1,670,058
	McCormick & Company Inc.	Common stock	**	613,388
	McGraw-Hill Companies Inc.	Common stock	**	1,126,080
	McKesson Corp.	Common stock	**	3,744,480
	MeadWestvaco Corporation	Common stock	**	782,916
	Merck & Co. Inc.	Common stock	**	1,761,760
	Michael Kors Holdings Ltd	Common stock	**	170,499
	Microsoft Corporation	Common stock	**	1,856,528
	Monsanto Company	Common stock	**	920,745
	Monster Bev Corp	Common stock	**	277,857

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Morgan Stanley	Common stock	**	1,166,592
	Murphy Oil Corp.	Common stock	**	1,589,560
	Netflix Inc.	Common stock	**	1,214,961
	New York Times Co.	Common stock	**	555,450
	Newmont Mining Corp	Common stock	**	515,872
	Nike Inc.	Common stock	**	849,312
	NiSource Inc.	Common stock	**	1,703,184
	Norfolk Southern Corp	Common stock	**	1,670,940
	Northern Trust Corp	Common stock	**	1,479,171
	Northern Trust Corp.	Common stock	**	352,773
	Nucor Corp.	Common stock	**	1,419,908
	O'Reilly Automotive Inc.	Common stock	**	1,467,294
	PepsiCo Inc.	Common stock	**	340,054
	PepsiCo Inc.	Common stock	**	1,318,746
	Perrigo Company	Common stock	**	460,380
	Petroleo Brasileiro-ADR	Common stock	**	841,958
	Pfizer Inc.	Common stock	**	1,995,851
	Pharmacyclics Inc.	Common stock	**	105,780
	Pioneer Natural Resources	Common stock	**	2,190,433
	PNC Financial Services Group	Common stock	**	2,055,870
	Polo Ralph Lauren Corp.	Common stock	**	688,623
	Potash Corp of Saskatchewan	Common stock	**	652,608
	Praxair Inc.	Common stock	**	1,859,429
	Precision Castparts Corp.	Common stock	**	3,797,130
	Priceline.com Inc.	Common stock	**	5,753,880
	Proctor & Gamble Co	Common stock	**	447,755
	PVH Corp	Common stock	**	992,946
	Qualcomm Inc.	Common stock	**	2,056,725
	Quest Diagnostics Inc.	Common stock	**	776,330
	Range Resources Corp.	Common stock	**	1,380,070
	Red Hat Inc.	Common stock	**	627,648
	Regeneron Pharmaceutical	Common stock	**	1,266,104
	Regions Financial Corp.	Common stock	**	559,774
	Roper Industries Inc.	Common stock	**	901,420
	Ross Stores Inc.	Common stock	**	741,807
	Royal Dutch Shell PLC	Common stock	**	2,202,243
	Salesforce.com Inc.	Common stock	**	1,986,840
	Schlumberger Limited	Common stock	**	1,126,375
	Schlumberger Limited	Common stock	**	1,567,914
	Sherwin Williams Co.	Common stock	**	1,981,800
	SoftBank Corp	Common stock	**	460,005
	Stanley Black & Decker Inc.	Common stock	**	806,900
	Staples Inc.	Common stock	**	1,118,656
	Starbucks Corp.	Common stock	**	3,119,922
	Starwood Hotels & Resorts	Common stock	**	1,652,560
	State Street Corp.	Common stock	**	1,401,749
	Stryker Corp.	Common stock	**	450,840
	SunTrust Banks Inc.	Common stock	**	1,490,805
	Talisman Energy Inc.	Common stock	**	329,695
	TD Ameritrade Holding Corp.	Common stock	**	937,584
	Telefonica SA ADR	Common stock	**	477,814
	Tesla Motors Inc.	Common stock	**	315,798
	Texas Instruments Inc.	Common stock	**	1,119,705
	The Walt Disney Company	Common stock	**	565,360
	The Walt Disney Company	Common stock	**	848,040
	Thermo Fisher Scientific Inc.	Common stock	**	1,993,165
	Tiffany & Company	Common stock	**	296,896
	Tiffany & Company	Common stock	**	92,780
	Time Warner Cable	Common stock	**	1,856,853
	Tractor Supply Co	Common stock	**	1,000,782

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Trimble Navigation Ltd	Common stock	**	173,500
	TripAdvisor Inc.	Common stock	**	256,773
	Twenty-First Century Fox	Common stock	**	759,888
	Twitter Inc.	Common stock	**	229,140
	Union Pacific Corp.	Common stock	**	1,579,200
	United Continental Holdin	Common stock	**	1,010,061
	United Continental Holding	Common stock	**	1,475,370
	United Parcel Service	Common stock	**	1,744,328
	United Technologies Corp.	Common stock	**	796,600
	UnitedHealth Group Inc.	Common stock	**	489,450
	US Bancorp	Common stock	**	416,120
	US Bancorp	Common stock	**	2,626,000
	USG Corporation	Common stock	**	573,276
	Valeant Pharmaceuticals	Common stock	**	680,920
	Verizon Communications	Common stock	**	1,309,188
	Vertex Pharmaceuticals Inc.	Common stock	**	14,860
	VF Corporation	Common stock	**	224,424
	VISA Inc.	Common stock	**	3,718,756
	Vodafone Group PLC	Common stock	**	617,167
	Vulcan Material Co.	Common stock	**	1,123,038
	W.W. Grainger Inc.	Common stock	**	332,046
	Wabtec Corp	Common stock	**	326,788
	Wells Fargo & Company	Common stock	**	3,209,780
	Western Union Co	Common stock	**	533,025
	Weyerhaeuser Co.	Common stock	**	1,200,564
	Whirlpool Corp.	Common stock	**	156,860
	Whole Foods Market Inc.	Common stock	**	1,191,298
	Willis Group Holdings Plc	Common stock	**	474,986
	Wynn Resorts Ltd.	Common stock	**	1,806,153
	Xcel Energy Inc.	Common stock	**	835,406
	Xylem Inc.	Common stock	**	944,580
	Total common stock			315,139,401
*	T. Rowe Price Mid-Cap Growth Fund	Mutual funds	**	6,063,842
*	T. Rowe Price Mid-Cap Value Fund	Mutual funds	**	6,057,693
*	T. Rowe Price Reserve Investment Fund	Mutual funds	**	850,859
*	T. Rowe Price Reserve Investment Fund	Mutual funds	**	9,762,202
	Total mutual funds - commingled			22,734,596
*	T. Rowe Price Short-Term Investment Fund	Money Market Securities	**	394,503
*	T. Rowe Price Short-Term Investment Fund	Money market securities	**	2,110,382
*	T. Rowe Price Short-Term Investment Fund	Money market securities	**	598,123
	Total money market funds			3,103,008
	Abbvie Inc.	Maturity date November 06, 2017, par value of \$150,000, 1.75% interest rate	**	148,750
	ACE INA Holdings	Maturity date June 15, 2019, par value of \$200,000, 5.9% interest rate	**	233,472
	Aetna Inc.	Maturity date November 15, 2017, par value of \$15,000, 1.5% interest rate	**	14,776
	Agilent Tec	Maturity date October 1, 2022, par value of \$70,000, 3.2% interest rate	**	63,959
	AGL Capital	Maturity date August 15, 2019, par value of \$200,000, 5.25% interest rate	**	222,666
	Aig-Call	Maturity date March 20, 2015, par value of \$100,000, 3.0% interest rate	**	102,661
	Alberta Pro	Maturity date June 21, 2017, par value of \$265,000, 1.0% interest rate	**	262,559
	Altria Group In	Maturity date May 02, 2023, par value of \$100,000, 2.95% interest rate	**	90,220

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Amazon.com.	Maturity date November 27, 2041, par value of \$135,000, .65% interest rate	**	134,983
	America Movil	Maturity date March 1, 2035, par value of \$300,000, 6.375% interest rate	**	325,034
	American Express	Maturity date May 22, 2018, par value of \$100,000, 1.55% interest rate	**	97,452
	American In	Maturity date September 15, 2014, par value of \$150,000, 4.25% interest rate	**	153,885
	Ameriprise Financial	Maturity date June 28, 2019, par value of \$200,000, 7.3% interest rate	**	245,374
	AmerisourceBergen	Maturity date November 15, 2021, par value of \$55,000, 3.5% interest rate	**	54,070
	Amgen Inc.	Maturity date March 15, 2040, par value of \$125,000, 5.75% interest rate	**	133,386
	Anheuser-Busch	Maturity date January 15, 2020, par value of \$100,000, 5.375% interest rate	**	114,006
	Apple Inc.	Maturity date May 3, 2018, par value of \$150,000, 1.0% interest rate	**	145,171
	Asian Dev Bank	Maturity date February 09, 2015, par value of \$125,000, 2.625% interest rate	**	128,107
	AT&T Inc.	Maturity date February 15, 2022, par value of \$200,000, 3.0% interest rate	**	187,984
	Atmos Energy	Maturity date March 15, 2019, par value of \$35,000, 8.5% interest rate	**	44,679
	Avalonbay Communities	Maturity date March 15, 2017, par value of \$115,000, 5.7% interest rate	**	127,287
	BAE Systems	Maturity date June 1, 2014, par value of \$190,000, 4.95% interest rate	**	192,723
	Barclays Bank	Maturity date September 22, 2016, par value of \$170,000, 5.0 % interest rate	**	186,961
	Baxter International	Maturity date August 15, 2019, par value of \$125,000, 4.5% interest rate	**	136,999
	BB&T Corp.	Maturity date June 19, 2018, par value of \$55,000, 2.05% interest rate	**	54,498
	Berkshire	Maturity date January 31, 2017, par value of \$150,000, 1.9% interest rate	**	152,859
	Bk Nova Scot	Maturity date October 9, 2015, par value of \$150,000, .75% interest rate	**	150,556
	BP Capital	Maturity date November 6 2017, par value of \$95,000, 1.375% interest rate	**	93,643
	Brazil	Maturity date January 15, 2019, par value of \$200,000, 5.875% interest rate	**	224,000
	Brazil	Maturity date January 7, 2041, par value of \$100,000, 5.625% interest rate	**	96,000
	British Columb	Maturity date May 18, 2016, par value of \$150,000, 2.1% interest rate	**	154,829
	British Columb	Maturity date October 23, 2022, par value of \$100,000, 2.0% interest rate	**	89,938
	British Sky	Maturity date November 15, 2018, par value of \$150,000, 9.5% interest rate	**	195,453
	Bunge N.A. Finance	Maturity date April 1, 2017, par value of \$200,000, 5.9% interest rate	**	217,601
	Burlington North	Maturity date October 1, 2019, par value of \$100,000, 4.7% interest rate	**	110,375
	Camden Prop	Maturity date December 15, 2022, par value of \$65,000, 2.95% interest rate	**	58,677
	Can Govt	Maturity date February 14, 2017, par value of \$75,000, .875% interest rate	**	74,967
	Can Natural Res	Maturity date March 15, 2038, par value of \$290,000, 6.25% interest rate	**	324,140
	Canadian National	Maturity date December 15, 2016, par value of \$150,000, 1.45% interest rate	**	151,231
	Canadian Pacific	Maturity date May 15, 2019, par value of \$150,000, 7.25% interest rate	**	182,466
	Capital One Bank	Maturity date July 15, 2019, par value of \$300,000, 8.8% interest rate	**	379,822
	Catholic Health	Maturity date August 1, 2018, par value of \$95,000, 2.6% interest rate	**	94,811

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Catholic Health	Maturity date November 1, 2017, par value of \$25,000, 1.6% interest rate	**	24,250
	Chevron Corp	Maturity date June 24, 2020, par value of \$150,000, 2.427% interest rate	**	147,447
	Church & DW	Maturity date December 15, 2015, par value of \$25,000, 3.35% interest rate	**	26,173
	Citigroup Inc.	Maturity date January 15, 2016, par value of \$95,000, 1.25% interest rate	**	95,219
	Citigroup Inc.	Maturity date May 22, 2019, par value of \$295,000, 8.5% interest rate	**	377,265
	Codelco Inc.	Maturity date October 18, 2043, par value of \$200,000, 5.625% interest rate	**	192,832
	Com Bk Australia	Maturity date October 15, 2019, par value of \$150,000, 5.0 % interest rate	**	166,242
	Comcast Corp.	Maturity date May 15, 2018, par value of \$200,000, 5.7% interest rate	**	230,257
	ConocoPhillips	Maturity date February 1, 2019, par value of \$250,000, 5.75% interest rate	**	291,139
	Cox Communications	Maturity date March 1, 2039, par value of \$150,000, 8.375% interest rate	**	180,877
	DCP Midstre	Maturity date December 1, 2017, par value of \$60,000, 2.5% interest rate	**	60,372
	DCP Midstream	Maturity date March 15, 2023, par value of \$65,000, 3.875% interest rate	**	60,067
	DDR Corp	Maturity date January 15, 2021, par value of \$110,000, 3.5% interest rate	**	106,782
	Deere & Co.	Maturity date May 15, 2030, par value of \$294,000, 8.10% interest rate	**	405,778
	Diamond Offshore Drilling	Maturity date May 1, 2019, par value of \$55,000, 5.875% interest rate	**	63,944
	Diamond Offshore Drilling	Maturity date October 15, 2039, par value of \$200,000, 5.7% interest rate	**	216,665
	DIRECTV H1ds	Maturity date March 15, 2017, par value of \$150,000, 2.4% interest rate	**	153,093
	Discover Bank	Maturity date February 21, 2018, par value of \$300,000, 2.0% interest rate	**	294,772
	Dominion Res	Maturity date September 15, 2022, par value of \$100,000, 2.75% interest rate	**	91,588
	Dominion Resources	Maturity date August 15, 2019, par value of \$90,000, 5.2% interest rate	**	100,906
	Dow Chemicals	Maturity date November 15, 2020, par value of \$125,000, 4.25% interest rate	**	132,862
	Duke Energy	Maturity date August 15, 2017, par value of \$75,000, 1.625% interest rate	**	74,708
	Eaton Corp.	Maturity date November 2, 2017, par value of \$55,000, 1.5% interest rate	**	54,227
	Eaton Vance Co.	Maturity date June 15, 2023, par value of \$75,000, 3.6250% interest rate	**	71,553
	Ecolab Inc.	Maturity date December 8, 2016, par value of \$150,000, 3.0% interest rate	**	157,356
	EnCana Corp.	Maturity date December 1, 2017, par value of \$200,000, 5.9% interest rate	**	226,779
	Energy Tran	Maturity date February 1, 2022, par value of \$40,000, 5.2% interest rate	**	41,931

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Enterprise Products	Maturity date March 15, 2044, par value of \$150,000, 4.85% interest rate	**	140,435
	Eog Res	Maturity date March 15, 2023, par value of \$200,000, 2.625% interest rate	**	182,343
	Erac USA Financial	Maturity date March 15, 2017, par value of \$45,000, 2.75% interest rate	**	46,273
	Erac USA Financial	Maturity date October 1, 2020, par value of \$100,000, 5.25% interest rate	**	109,723
	Exelon Generation	Maturity date October 1, 2039, par value of \$115,000, 6.25% interest rate	**	116,107
	Express Scripts	Maturity date February 12, 2015, par value of \$100,000, 2.1% interest rate	**	101,468
	Fed Rlty Invs	Maturity date June 1, 2023, par value of \$150,000, 2.75% interest rate	**	133,893
	FHMS	Maturity date February 25, 2022, par value of \$426,285.84, 1.749% interest rate	**	416,611
	FHMS	Maturity date Sept 25, 2022, par value of \$217,714.85, 1.785% interest rate	**	213,443
	Fifth Third Bank	Maturity date January 16, 2024, par value of \$125,000, 4.3% interest rate	**	122,094
	FL Hurricane	Maturity date July 1, 2018, par value of \$150,000, 2.107% interest rate	**	146,193
	G2	Maturity date August 20, 2022, par value of \$7,387.89, 1.625% interest rate	**	7,519
	G2	Maturity date November 20, 2021, par value of \$1,230.97, 1.625% interest rate	**	1,281
	General Electric	Maturity date February 11, 2021, par value of \$40,000, 5.3 % interest rate	**	44,622
	General Electric	Maturity date July 12, 2016, par value of \$175,000, 1.5% interest rate	**	177,277
	General Electric	Maturity date May 1, 2018, par value of \$350,000, 5.625% interest rate	**	402,506
	General Electric	Maturity date September 7, 2022, par value of \$150,000, 3.15% interest rate	**	144,789
	Gilead Science	Maturity date December 1, 2014, par value of \$45,000, 2.40% interest rate	**	45,754
	Goldcorp Inc.	Maturity date March 15, 2018, par value of \$45,000, 2.125% interest rate	**	43,870
	Goldman Sachs	Maturity date July 19, 2018, par value of \$150,000, 2.9% interest rate	**	152,515
	Goldman Sachs	Maturity date May 3, 2015, par value of \$100,000, 3.3% interest rate	**	102,996
	Goldman Sachs	Maturity date October 1, 2037, par value of \$300,000, 6.75% interest rate	**	330,923
	Hazine Mustes	Maturity date October 10, 2018, par value of \$200,000, 4.557% interest rate	**	199,484
	Heineken NV	Maturity date October 1, 2015, par value of \$50,000, .8% interest rate	**	49,857
	Hewlett Packard	Maturity date December 1, 2015, par value of \$200,000, 2.20% interest rate	**	204,638
	Hewlett Packard	Maturity date December 9, 2014, par value of \$80,000, 2.625% interest rate	**	81,375
	Howard Hughes	Maturity date Sept 1, 2023, par value of \$110,000, 3.5% interest rate	**	107,696
	HSBC Holdings	Maturity date May 2, 2036, par value of \$400,000, 6.5% interest rate	**	472,660

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Hyatt Hotels	Maturity date July 15, 2023, par value of \$30,000, 3.375% interest rate	**	27,343
	Hydro-Quebec	Maturity date June 19, 2017, par value of \$150,000, 1.375% interest rate	**	150,053
	Hydro-Quebec	Maturity date June 30, 2016, par value of \$200,000, 2.0% interest rate	**	205,613
	Iberdrola Finance	Maturity date September 11, 2014, par value of \$120,000, 3.8% interest rate	**	122,308
	IBM	Maturity date February 8, 2018, par value of \$150,000, 5.55% interest rate	**	147,190
	Inter-American Development	Maturity date August 24, 2018, par value of \$150,000, 1.75% interest rate	**	150,314
	International Bank Recon	Maturity date September 15, 2016, par value of \$150,000, 1.0% interest rate	**	151,059
	International Finance Corp.	Maturity date April 22, 2014, par value of \$150,000, 3.0% interest rate	**	151,211
	Jefferies Group	Maturity date January 15, 2036, par value of \$100,000, 6.25% interest rate	**	96,255
	JP Morgan Chase	Maturity date May 1, 2023, par value of \$110,000, 3.75% interest rate	**	102,009
	JPMorgan Chase	Maturity date April 23, 2019, par value of \$500,000, 6.3% interest rate	**	588,363
	JPMorgan Chase	Maturity date May 15, 2018, par value of \$200,000, 1.625% interest rate	**	195,681
	Kansas City South	Maturity date May 15, 2023, par value of \$45,000, 3.0% interest rate	**	40,981
	KFW	Maturity date February 15, 2017, par value of \$200,000, 1.25% interest rate	**	201,310
	KFW	Maturity date October 26, 2015, par value of \$150,000, 1.25% interest rate	**	151,549
	KFW	Maturity date September 5, 2017, par value of \$150,000, .875% interest rate	**	148,123
	Kraft Foods	Maturity date June 5, 2017, par value of \$150,000, 2.25% interest rate	**	152,342
	Kroger Co	Maturity date October 17, 2016, par value of \$50,000, 1.2% interest rate	**	50,049
	Los Angeles	Maturity date May 15, 2040, par value of \$150,000, 7.053% interest rate	**	172,239
	Lubrizol Corp.	Maturity date February 1, 2019, par value of \$100,000, 8.875% interest rate	**	130,471
	Magellan	Maturity date July 15, 2019, par value of \$200,000, 6.55% interest rate	**	236,092
	Manitoba	Maturity date April 3, 2017, par value of \$110,000, 1.3% interest rate	**	110,753
	Manitoba	Maturity date September 6, 2022, par value of \$100,000, 2.1% interest rate	**	90,099
	Marathon Oil	Maturity date October 1, 2037, par value of \$200,000, 6.6% interest rate	**	240,255
	McKesson Corp	Maturity date March 15, 2018, par value of \$125,000, 1.4% interest rate	**	120,691
	MDC-GMTN	Maturity date May 6, 2014, par value of \$250,000, 5.75% interest rate	**	254,375

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Merck & Co	Maturity date May 18, 2018, par value of \$150,000, 1.30% interest rate	**	145,774
	Merrill Lynch	Maturity date April 25, 2018, par value of \$450,000, 6.875% interest rate	**	531,504
	Merrill Lynch	Maturity date August 28, 2017, par value of \$150,000, 6.40% interest rate	**	172,988
	MetLife	Maturity date June 29, 2015, par value of \$100,000, 1.7% interest rate	**	101,802
	Metro Trans	Maturity date November 15, 2039, par value of \$150,000, 5.871% interest rate	**	160,827
	Microsoft	Maturity date November 15, 2017, par value of \$30,000, .875% interest rate	**	29,459
	Morgan Stanley	Maturity date April 25, 2018, par value of \$100,000, 2.125% interest rate	**	99,381
	Morgan Stanley	Maturity date April 29, 2016, par value of \$255,000, 3.8% interest rate	**	269,454
	Morgan Stanley	Maturity date March 22, 2017, par value of \$125,000, 4.75% interest rate	**	136,630
	Morgan Stanley	Maturity date May 13, 2019, par value of \$200,000, 7.3% interest rate	**	242,927
	Motiva Enterprises	Maturity date January 15, 2040, par value of \$80,000, 6.85% interest rate	**	98,393
	Natl Rural Util	Maturity date June 15, 2020, par value of \$90,000, 2.35% interest rate	**	86,498
	NBC Universal	Maturity date April 15, 2019, par value of \$100,000, 1.974% interest rate	**	97,304
	Nevada Power	Maturity date April 1, 2036, par value of \$200,000, 6.65% interest rate	**	243,235
	New Brunswick	Maturity date June 15, 2018, par value of \$150,000, 2.75% interest rate	**	155,840
	New York Life	Maturity date October 30, 2017, par value of \$125,000, 1.3% interest rate	**	123,236
	News America	Maturity date March 1, 2039, par value of \$150,000, 7.85% interest rate	**	190,794
	Niagara Mohawk	Maturity date August 15, 2019, par value of \$200,000, 4.88% interest rate	**	220,950
	Nissan	Maturity date September 12, 2017, par value of \$200,000, 1.95% interest rate	**	197,773
	Noble Energy	Maturity date December 15, 2021, par value of \$150,000, 4.15% interest rate	**	153,981
	Nordea BK	Maturity date March 20, 2017, par value of \$200,000, 3.125% interest rate	**	205,651
	Norfolk Southern	Maturity date April 1, 2022, par value of \$125,000, 3.0% interest rate	**	118,661
	Northern Trust	Maturity date October 30, 2025, par value of \$100,000, 3.95% interest rate	**	96,509
	Nova Sco	Maturity date January 26, 2017, par value of \$125,000, 5.125% interest rate	**	139,623
	NY Life Global	Maturity date January 12, 2015, par value of \$150,000, 1.3% interest rate	**	151,051
	NYC Fin Auth	Maturity date August 1, 2037, par value of \$150,000, 5.508% interest rate	**	164,441
	O'Reilly Auto	Maturity date June 15, 2023, par value of \$55,000, 3.85% interest rate	**	52,682
	O'Reilly Auto	Maturity date September 1, 2022, par value of \$45,000, 3.8% interest rate	**	43,166

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Ohio Power Co.	Maturity date October 1, 2021, par value of \$250,000, 5.375% interest rate	**	278,466
	Ontario	Maturity date May 26, 2015, par value of \$100,000, .95% interest rate	**	100,695
	Oracle Corp	Maturity date October 15, 2017, par value of \$150,000, 1.2% interest rate	**	147,938
	Paccar Finl	Maturity date November 16, 2015, par value of \$175,000, .7% interest rate	**	175,526
	Packaging Corp.	Maturity date November 1, 2023, par value of \$35,000, 4.5% interest rate	**	35,025
	Partners HL	Maturity date July 1, 2021, par value of \$150,000, 3.443% interest rate	**	147,691
	Pertoleos Mexicanos	Maturity date March 15, 2015, par value of \$200,000, 4.875% interest rate	**	209,400
	Petrobras	Maturity date February 6, 2015, par value of \$150,000, 2.875% interest rate	**	152,110
	Petrobras	Maturity date January 15, 2019, par value of \$35,000, 3.0% interest rate	**	32,787
	Petro-Canada	Maturity date May 15, 2038, par value of \$200,000, 6.8% interest rate	**	238,777
	Petroleos	maturity date June 27, 2044, par value of \$80,000, 5.5% interest rate	**	74,152
	Petroleos Mexica	Maturity date January 30, 2023, par value of \$45,000, 3.5% interest rate	**	40,462
	Petroleos Mexica	Maturity date July 18, 2018, par value of \$120,000, 3.55% interest rate	**	123,450
	Phillips 66	Maturity date May 1, 2017, par value of \$75,000, 2.95% interest rate	**	78,055
	Placer Dome	Maturity date October 15, 2035, par value of \$75,000, 6.45% interest rate	**	69,439
	Plains Pipeline	Maturity date January 15, 2020, par value of \$200,000, 5.75% interest rate	**	228,568
	PNC Funding	Maturity date June 10, 2019, par value of \$300,000, 6.7% interest rate	**	362,450
	President & Fellows of Harvard	Maturity date October 1, 2037, par value of \$75,000, 3.619% interest rate	**	63,914
	Prcoa Global	Maturity date June 11, 2014, par value of \$150,000, 5.45% interest rate	**	153,169
	Principal	Maturity date September 15, 2022, par value of \$20,000, 3.3% interest rate	**	18,938
	Principal Life	Maturity date December 11, 2015, par value of \$165,000, 1.0% interest rate	**	165,703
	Progress Energy	Maturity date March 15, 2019, par value of \$200,000, 7.05% interest rate	**	240,726
	Prudential Financial	Maturity date January 15, 2015, par value of \$75,000, 6.2% interest rate	**	79,176
	PSEG Power	Maturity date September 15, 2016, par value of \$30,000, 2.75% interest rate	**	31,070
	Quebec Province	Maturity date August 25, 2021, par value of \$150,000, 2.75% interest rate	**	144,566
	Regents Univ	Maturity date May 15, 2043, par value of \$150,000, 5.77% interest rate	**	166,434
	Republic Services	Maturity date September 15, 2019, par value of \$90,000, 5.5% interest rate	**	101,555
	Rio Tinto	Maturity date July 17, 2016, par value of \$100,000, 1.375% interest rate	**	100,649
	Roche Holdings Inc.	Maturity date March 1, 2039, par value of \$225,000, 7.0% interest rate	**	296,272
	Rogers Communications	Maturity date August 15, 2018, par value of \$150,000, 6.8% interest rate	**	179,037

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Roper Indus	Maturity date November 15, 2017, par value of \$25,000, 1.85% interest rate	**	24,828
	Roper Industries	Maturity date September 1, 2019, par value of \$125,000, 6.25% interest rate	**	143,754
	Royal BK SCT	Maturity date September 18, 2015, par value of \$110,000, 2.55% interest rate	**	112,534
	SABMiller	Maturity date January 15, 2017, par value of \$200,000, 2.45% interest rate	**	205,260
	San Diego Gas & Electric	Maturity date June 1, 2039, par value of \$200,000, 6.0% interest rate	**	238,179
	Shell International	Maturity date September 22, 2019, par value of \$100,000, 4.3% interest rate	**	109,430
	Sherwin-Williams	Maturity date December 15, 2017, par value of \$155,000, 1.35% interest rate	**	151,047
	Simon Prop	Maturity date September 15, 2017, par value of \$150,000, 2.15% interest rate	**	152,225
	Societe Gen	Maturity date January 15, 2014, par value of \$110,000, 2.50% interest rate	**	110,051
	South Africa Rep	Maturity date March 9, 2020, par value of \$100,000, 5.50% interest rate	**	106,500
	Southern Co.	Maturity date May 15, 2014, par value of \$70,000, 4.15% interest rate	**	70,914
	Spectra Energy	Maturity date March 1, 2020, par value of \$100,000, 5.65% interest rate	**	108,744
	State Street	Maturity date March 15, 2023, par value of \$40,000, 3.1% interest rate	**	36,681
	Statoil Asa	Maturity date January 17, 2018, par value of \$200,000, 1.20% interest rate	**	195,229
	Stryker Corp	Maturity date April 1, 2018, par value of \$150,000, 1.3% interest rate	**	146,015
	Sumitomo Mitsui	Maturity date July 19, 2018, par value of \$250,000, 2.5% interest rate	**	251,543
	SunTrust Banks	Maturity date Nov 1, 2018, par value of \$55,000, 2.35% interest rate	**	54,710
	Telecom Italia	Maturity date June 18, 2014, par value of \$200,000, 6.175% interest rate	**	204,169
	Thermo Fisher	Maturity date February 1, 2019, par value of \$25,000, 2.4% interest rate	**	24,854
	Thomson Reuters	Maturity date July 15, 2018, par value of \$175,000, 6.5% interest rate	**	202,770
	Time Warner	Maturity date April 1, 2014, par value of \$70,000, 7.5% interest rate	**	71,139
	Toronto D	Maturity date October 19, 2016, par value of \$150,000, 2.375% interest rate	**	155,798
	Toyota Motor	Maturity date January 12, 2017, par value of \$150,000, 2.05% interest rate	**	153,342
	Trans-Canad	Maturity date August 1, 2022, par value of \$100,000, 2.5% interest rate	**	91,116

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Transocean	Maturity date October 15, 2017, par value of \$70,000, 2.5% interest rate	**	71,003
	Union Pac	Maturity date January 15, 2023, par value of \$150,000, 2.95% interest rate	**	139,353
	United Health	Maturity date November 15, 2016, par value of \$25,000, 1.875% interest rate	**	25,568
	United Health	Maturity date October 15, 2015, par value of \$35,000, .85% interest rate	**	35,168
	US Bancorp	Maturity date November 15, 2016, par value of \$100,000, 2.2% interest rate	**	103,102
	Vale Overseas	Maturity date November 21, 2036, par value of \$300,000, 6.875% interest rate	**	307,465
	Ventas Realty	Maturity date February 15, 2018, par value of \$45,000, 2.00% interest rate	**	44,242
	Verizon	Maturity date September 15, 2023, par value of \$650,000, 5.15% interest rate	**	696,035
	Vodafone	Maturity date February 27, 2017, par value of \$200,000, 5.625% interest rate	**	225,201
	Volkswagen	Maturity date March 22, 2015, par value of \$100,000, 1.625% interest rate	**	100,984
	Wachovia	Maturity date February 1, 2018, par value of \$250,000, 5.75% interest rate	**	287,873
	Wal-Mart Stores	Maturity date April 15, 2038, par value of \$300,000, 6.2% interest rate	**	362,547
	Waste Management	Maturity date May 15, 2029, par value of \$250,000, 7.375% interest rate	**	301,837
	Watson Phar	Maturity date October 1, 2022, par value of \$80,000, 3.25% interest rate	**	74,653
	Weingarten Rlty	Maturity date April 15, 2023, par value of \$45,000, 3.5% interest rate	**	41,071
	WellPoint In	Maturity date May 15, 2022, par value of \$150,000, 3.125% interest rate	**	140,443
	Wells Fargo & Co.	Maturity date April 15, 2015, par value of \$250,000, 3.625% interest rate	**	259,763
	West Pac Banking	Maturity date January 12, 2018, par value of \$100,000, 1.6% interest rate	**	98,591
	Westpac Banking	Maturity date February 27, 2015, par value of \$125,000, 4.2% interest rate	**	130,307
	Williams LP	Maturity date November 15, 2020, par value of \$110,000, 4.125% interest rate	**	112,136
	WPP Fin	Maturity date September 7, 2022, par value of \$90,000, 3.625% interest rate	**	86,712
	Xerox Corp.	Maturity date May 15, 2018, par value of \$200,000, 6.35% interest rate	**	230,326
	Yum Brands	Maturity date September 15, 2019, par value of \$150,000, 5.3% interest rate	**	168,619
Total corporate bonds				34,713,752

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	Fannie Mae	Maturity date June 12, 2017, par value of \$3,600,000, 5.375% interest rate	**	4,122,114
	Freddie Mac	Maturity date May 27, 2016, par value of \$850,000, 2.5% interest rate	**	889,681
	U.S. Treasury	Maturity date April 30, 2016, par value of \$150,000, 2.625% interest rate	**	157,359
	U.S. Treasury	Maturity date August 15, 2021, par value of \$200,000, 2.125% interest rate	**	193,437
	U.S. Treasury	Maturity date August 15, 2043, par value of \$400,000, 3.625% interest rate	**	375,813
	U.S. Treasury	Maturity date February 15, 2019, par value of \$895,000, 2.75% interest rate	**	937,233
	U.S. Treasury	Maturity date February 15, 2020, par value of \$600,000, 3.625% interest rate	**	652,500
	U.S. Treasury	Maturity date February 15, 2021, par value of \$390,000, 3.625% interest rate	**	420,347
	U.S. Treasury	Maturity date February 15, 2022, par value of \$325,000, 2.0% interest rate	**	307,836
	U.S. Treasury	Maturity date February 15, 2023, par value of \$1,400,000, 2.0% interest rate	**	1,296,094
	U.S. Treasury	Maturity date February 15, 2029, par value of \$1,300,000, 5.25% interest rate	**	1,560,000
	U.S. Treasury	Maturity date February 15, 2039, par value of \$650,000, 3.5% interest rate	**	609,070
	U.S. Treasury	Maturity date February 29, 2016, par value of \$2,650,000, 2.125% interest rate	**	2,746,477
	U.S. Treasury	Maturity date January 31, 2017, par value of \$1,000,000, .875% interest rate	**	1,000,938
	U.S. Treasury	Maturity date July 31, 2017, par value of \$600,000, .50% interest rate	**	587,250
	U.S. Treasury	Maturity date March 31, 2015, par value of \$2,920,000, 2.5% interest rate	**	3,002,581
	U.S. Treasury	Maturity date March 31, 2015, par value of \$300,000, .25% interest rate	**	300,141
	U.S. Treasury	Maturity date May 15, 2019, par value of \$3,375,000, 3.125% interest rate	**	3,594,375
	U.S. Treasury	Maturity date May 15, 2021, par value of 940,000, 3.125% interest rate	**	978,481
	U.S. Treasury	Maturity date May 15, 2022, par value of \$1,245,000, 1.75% interest rate	**	1,149,096
	U.S. Treasury	Treasury – Maturity date May 15, 2038, par value of \$225,000, 4.5% interest rate	**	248,273
	U.S. Treasury	Maturity date May 15, 2039 par value of \$2,100,000, 4.25% interest rate	**	2,228,625
	U.S. Treasury	Maturity date May 31, 2015, par value of \$5,900,000, 2.125% interest rate	**	6,056,719
	U.S. Treasury	Maturity date May 31, 2016, par value of \$1,275,000, 1.75% interest rate	**	1,311,656
	U.S. Treasury	Maturity date November 15, 2022, par value of \$400,000, 1.625% interest rate	**	360,375
	U.S. Treasury	Maturity date November 15, 2039, par value of \$250,000, 4.375% interest rate	**	270,391
	U.S. Treasury	Maturity date November 15, 2041, par value of \$680,000, 3.125% interest rate	**	584,269
	U.S. Treasury	Maturity date November 30, 2014, par value of \$225,000, 2.125% interest rate	**	228,973

Schedule H, Line 4i – Schedule of assets (held at end of year) (cont'd)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. Treasury	Maturity date October 31, 2018, par value of \$300,000, 1.25% interest rate	**	294,000
	U.S. Treasury	Maturity date Sept 30, 2016, par value of \$1,305,000, 1.0% interest rate	**	1,316,011
	U.S. Treasury Bond	Maturity date August 15, 2015, par value of \$225,000 4.25% interest rate	**	239,379
	U.S. Treasury Bond	Maturity date December 31, 2014, par value of \$1,750,000, 2.625% interest rate	**	3,840,820
	U.S. Treasury N/B	Maturity date August 15, 2040, par value of \$990,000, 3.875% interest rate	**	985,359
Total U.S. government securities				42,845,673
	Chicago International Airport	Maturity date January 1, 2040, par value of \$110,000, 6.395% interest rate	**	122,713
	Chicago Water District	Maturity date December 1, 2038, par value of \$100,000, 5.72% interest rate	**	108,537
	Maryland Transit Authority	Maturity date July 1, 2043, par value of \$50,000, 5.888% interest rate	**	54,204
	New York City Municipal Water Auth	Maturity date June 15, 2042, par value of \$35,000, 6.011% interest rate	**	40,813
	New York State Authority	Maturity date March 15, 2039, par value of \$225,000, 5.628% interest rate	**	247,901
	Texas State	Maturity date April 1, 2039, par value of \$225,000, 5.517% interest rate	**	252,351
	Virginia ST	Maturity date August 1, 2030, par value of \$125,000, 5.90% interest rate	**	138,923
	Virginia Transn	Maturity date May 15, 2035, par value of \$105,000, 5.35% interest rate	**	110,343
Total municipal bonds				1,075,785
*	T. Rowe Price Retirement 2055 Trust	Collective trust fund	**	1,514,870
*	T. Rowe Price Retirement 2050 Trust	Collective trust fund	**	2,272,668
*	T. Rowe Price Retirement 2045 Trust	Collective trust fund	**	7,265,201
*	T. Rowe Price Retirement 2040 Trust	Collective trust fund	**	13,980,677
*	T. Rowe Price Retirement 2035 Trust	Collective trust fund	**	20,793,370
*	T. Rowe Price Retirement 2030 Trust	Collective trust fund	**	36,987,335
*	T. Rowe Price Retirement 2025 Trust	Collective trust fund	**	53,894,944
*	T. Rowe Price Retirement 2020 Trust	Collective trust fund	**	67,516,851
*	T. Rowe Price Retirement 2015 Trust	Collective trust fund	**	44,198,475
*	T. Rowe Price Retirement 2010 Trust	Collective trust fund	**	15,391,487
*	T. Rowe Price Retirement 2005 Trust	Collective trust fund	**	8,968,959
*	T. Rowe Price Retirement Income Trust	Collective trust fund	**	15,261,916
*	T. Rowe Price U.S. Treasury Money Market Trust Fund	Collective trust fund	**	143,683,924
Total collective trust funds				431,730,677
Total investments				1,019,308,034
*	Various Participants	Notes receivable from Plan participants, with interest rates of 3.25% to 5.25%, maturing at various dates through February 2043		17,220,295
Total investments and participant loans				1,036,528,329

* Permitted party-in-interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

Plan Name	Milliken Retirement Plan
Plan Sponsor EIN	51-0105342
ERISA Plan #	335
Plan Year Ending	December 31, 2013

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	Milliken Retirement Plan
Plan Sponsor EIN	51-0105342
ERISA Plan #	335
Plan Year Ending	December 31, 2013

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Form/Schedule	Line #	Description	Attachment
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5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	