# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
FUJIFILM GROUP PENSION PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 02/17/2006

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

FUJIFILM IMAGING COLORANTS, INC.

200 SUMMIT LAKE DRIVE
VALHALLA, NY 10595

**2b** Employer Identification Number (EIN)
11-3757475

**2c** Sponsor's telephone number
914-789-7912

**2d** Business code (see instructions)
423800

**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. | 10/15/2014 | CAROLYN GORDON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2014 | CAROLYN GORDON |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

**3a** Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

FUJIFILM IMAGING COLORANTS, INC.

200 SUMMIT LAKE DRIVE
VALHALLA, NY 10595

**3b** Administrator's EIN
11-3757475

**3c** Administrator's telephone number
914-789-7912

**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** | 1288 |
| **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** | 162 |
| **b** | Retired or separated participants receiving benefits | **6b** | 456 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 562 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1180 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 52 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 1232 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1I 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)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

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

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | X | **R** (Retirement Plan Information) |
| **(2)** | | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | X | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | | |
|---|---|---|---|
| **(1)** | X | | **H** (Financial Information) |
| **(2)** | | | **I** (Financial Information – Small Plan) |
| **(3)** | X | 1 | **A** (Insurance Information) |
| **(4)** | X | | **C** (Service Provider Information) |
| **(5)** | X | | **D** (DFE/Participating Plan Information) |
| **(6)** | | | **G** (Financial Transaction Schedules) |

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

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

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

**A** Name of plan
FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)
11-3757475

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

**1** Coverage Information:

**(a)** Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 06-1050034 | 93629 | IN-17237 | 1232 | 01/01/2013 | 12/31/2013 |

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

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| 0 | 0 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 3672709 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 90091702 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | 7b | 4006539 |
| **c** | Additions: (1) Contributions deposited during the year | 7c(1) | 450000 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 190513 | | |
| | (4) Transferred from separate account | 7c(4) | 4700000 | | |
| | (5) Other (specify below) | 7c(5) | 32436 | | |
| | ▶ MARKET VALUE CREDIT | | | | |
| | (6)Total additions | | | 7c(6) | 5372949 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 9379488 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 5494661 | | |
| | (2) Administration charge made by carrier | 7e(2) | | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | 212118 | | |
| | ▶ ELECTIVE SERVICE CHARGE PAYMENT OF PLAN EXPENSES PBGC FEE, GPS FEE | | | | |
| | (5) Total deductions | | | 7e(5) | 5706779 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 3672709 |

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

## Part IV Provision of Information

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

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

# SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

**A** Name of plan
FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)
11-3757475

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

## Part I Basic Information

| | | | | |
|---|---|---|---|---|
| **1** | Enter the valuation date: Month _____ Day _____ Year _____ | | | |
| **2** | Assets: | | | |
| | **a** Market value | **2a** | | 91492247 |
| | **b** Actuarial value | **2b** | | 87378778 |
| **3** | Funding target/participant count breakdown: | | **(1)** Number of participants | **(2)** Funding Target |
| | **a** For retired participants and beneficiaries receiving payment | **3a** | 472 | 49673913 |
| | **b** For terminated vested participants | **3b** | 633 | 17858112 |
| | **c** For active participants: | | | |
| | **(1)** Non-vested benefits | **3c(1)** | | 731932 |
| | **(2)** Vested benefits | **3c(2)** | | 14869950 |
| | **(3)** Total active | **3c(3)** | 183 | 15601882 |
| | **d** Total | **3d** | 1288 | 83133907 |
| **4** | If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ] | | | |
| | **a** Funding target disregarding prescribed at-risk assumptions | **4a** | | |
| | **b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor | **4b** | | |
| **5** | Effective interest rate | **5** | | 6.28 % |
| **6** | Target normal cost | **6** | | 250000 |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN HERE**

Signature of actuary

09/23/2014
Date

MICHAEL J. GRENIER
Type or print name of actuary

14-05523
Most recent enrollment number

PRIAC
Firm name

860-534-2695
Telephone number (including area code)

280 TRUMBULL STREET
HARTFORD, CT 06103
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

## Part II Beginning of Year Carryover and Prefunding Balances

| | | (a) Carryover balance | (b) Prefunding balance |
|---|---|---|---|
| 7 | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) | 4779642 | 511799 |
| 8 | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) | 362615 | 0 |
| 9 | Amount remaining (line 7 minus line 8) | 4417027 | 511799 |
| 10 | Interest on line 9 using prior year's actual return of 13.94 % | 615734 | 71345 |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | a Present value of excess contributions (line 38a from prior year) | | 1148400 |
| | b Interest on (a) using prior year's effective interest rate of 6.98 % except as otherwise provided (see instructions) | | 105397 |
| | c Total available at beginning of current plan year to add to prefunding balance | | 1253797 |
| | d Portion of (c) to be added to prefunding balance | | 1253797 |
| 12 | Other reductions in balances due to elections or deemed elections | 2624831 | 0 |
| 13 | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) | 2407930 | 1836941 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 100.00 % |
| 15 | Adjusted funding target attainment percentage | 15 | 105.10 % |
| 16 | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement | 16 | 106.18 % |
| 17 | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage | 17 | % |

## Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|---|---|---|---|---|---|
| 12/19/2013 | 117500 | | 09/04/2014 | 118500 | |
| 12/27/2013 | 132500 | | 09/12/2014 | 131500 | |
| 03/10/2014 | 132500 | | | | |
| 04/01/2014 | 117500 | | | | |
| 06/05/2014 | 131500 | | | | |
| 06/10/2014 | 118500 | | | | |
| | | | Totals ► 18(b) | 1000000 | 18(c) 0 |

| | | | |
|---|---|---|---|
| 19 | Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: | | |
| | a Contributions allocated toward unpaid minimum required contributions from prior years. | 19a | 0 |
| | b Contributions made to avoid restrictions adjusted to valuation date | 19b | 0 |
| | c Contributions allocated toward minimum required contribution for current year adjusted to valuation date | 19c | 921260 |

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

| (1) 1st | (2) 2nd | (3) 3rd | (4) 4th |
|---|---|---|---|
| | | | |

## Part V Assumptions Used to Determine Funding Target and Target Normal Cost

**21** Discount rate:

**a** Segment rates:

| 1st segment: | 2nd segment: | 3rd segment: | |
|---|---|---|---|
| 4.94% | 6.15% | 6.76 % | ☐ N/A, full yield curve used |

| | | |
|---|---|---|
| **b** Applicable month (enter code) | **21b** | 4 |
| **22** Weighted average retirement age | **22** | 64 |

**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

## Part VI Miscellaneous Items

| | | |
|---|---|---|
| **24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment | ☐ Yes | ☒ No |
| **25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment | ☐ Yes | ☒ No |
| **26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment | ☒ Yes | ☐ No |

| | | |
|---|---|---|
| **27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment | **27** | |

## Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

## Part VIII Minimum Required Contribution For Current Year

**31** Target normal cost and excess assets (see instructions):

| | | |
|---|---|---|
| **a** Target normal cost (line 6) | **31a** | 250000 |
| **b** Excess assets, if applicable, but not greater than line 31a | **31b** | 0 |

**32** Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 0 | 0 |
| **b** Waiver amortization installment | 0 | 0 |

| | | |
|---|---|---|
| **33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____ ) and the waived amount | **33** | |
| **34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) | **34** | 250000 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances elected for use to offset funding requirement | | | 0 |

| | | |
|---|---|---|
| **36** Additional cash requirement (line 34 minus line 35) | **36** | 250000 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | **37** | 921260 |

**38** Present value of excess contributions for current year (see instructions)

| | | |
|---|---|---|
| **a** Total (excess, if any, of line 37 over line 36) | **38a** | 671260 |
| **b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances | **38b** | 0 |
| **39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) | **39** | 0 |
| **40** Unpaid minimum required contributions for all years | **40** | 0 |

## Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

**41** If an election was made to use PRA 2010 funding relief for this plan:

**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years

**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

| | | |
|---|---|---|
| **42** Amount of acceleration adjustment | **42** | |
| **43** Excess installment acceleration amount to be carried over to future plan years | **43** | |

# 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
FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)
11-3757475

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

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

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

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

PRUDENTIAL RETIREMENT INS

06-1050034

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 | NONE | 56889 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

GLOBAL PORTFOLIO STRATEGIES, INC

06-1055669

| (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 | NONE | 47942 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)
11-3757475

**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)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LONG DURATION BOND/IR&M FUND

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-537 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27071351 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/WELLINGTON

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-349 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3482863 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/THORNBURG

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-719 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3373560 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH/MFS FUND

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-350 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4901034 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH/COLUMBIA

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-350 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4838963 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/BARROW HANLEY

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-312 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4766948 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/LSV ASSET MGMT

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-318 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4928449 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN PARTNERS

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-0150034-185 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1970625 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELLINGTON

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-187 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2072004 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/RBC

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

| **c** EIN-PN 06-1050034-319 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2573852 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/CEREDEX

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

| **c** EIN-PN 06-1050034-256 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2543821 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRU LONG CORPORATE BOND

**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

| **c** EIN-PN 06-1050034-714 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27568233 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

**A** Name of plan
FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)
11-3757475

## 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) | 875000 | 750000 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 86632587 | 90091702 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 4006539 | 3672710 |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(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 | 91514126 | 94514412 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 91514126 | 94514412 |

## 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) | 1032437 | |
| **(B)** Participants | 2a(1)(B) | | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1032437 |
| **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) | | |
| **(F)** Other | 2b(1)(F) | 190513 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 190513 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 7484115 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 8707065 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 5494661 | |
| (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) | | 5494661 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 212118 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 212118 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 5706779 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 3000286 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: GETTRY MARCUS CPA, P.C. **(2)** EIN: 13-3418879

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

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

## Part IV Compliance Questions

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

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | X | | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

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

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)
11-3757475

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**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): 22-1211670

**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** 51

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

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

## Part III Amendments

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

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

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

**a** Enter the percentage of plan assets held as:
Stock: 41% Investment-Grade Debt: 55% High-Yield Debt: _____% Real Estate: _____% Other: 4%

**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):

# FUJIFILM GROUP PENSION PLAN

## FINANCIAL STATEMENTS

## YEARS ENDED DECEMBER 31, 2013 AND 2012

**FUJIFILM Group Pension Plan**

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**Years Ended December 31, 2013 and 2012**


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# Independent Auditor's Report

To the Board of Trustees
FUJIFILM Group Pension Plan

## Report on the Financial Statements

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

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

## Basis for Disclaimer of Opinion

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

## Disclaimer of Opinion

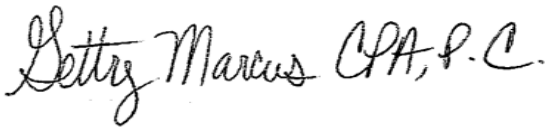
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedules appearing on pages 15 to 17, as of and for the year ended December 31, 2013 are required by the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis, and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on these supplemental schedules.

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

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



Gettry Marcus CPA, P.C.
Woodbury, New York
October 1, 2014

**FUJIFILM Group Pension Plan**
**Statements of Net Assets Available for Benefits**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Assets** | | |
| **Investments, at fair value** | | |
| Pooled separate accounts | $ 90,091,703 | $ 86,632,587 |
| Guaranteed deposit account | 3,877,276 | 4,330,315 |
| **Total investments, at fair value** | 93,968,979 | 90,962,902 |
| **Contributions receivable - employer** | 750,000 | 875,000 |
| **Net assets reflecting investments at fair value** | 94,718,979 | 91,837,902 |
| **Adjustment from fair value to contract value for fully benefit-responsive investment contracts** | (204,567) | (323,776) |
| **Net assets available for benefits** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

**FUJIFILM Group Pension Plan**
**Statements of Changes in Net Assets Available for Benefits**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Additions:** | | |
| **Additions to net assets attributed to:** | | |
| **Investment income** | | |
| Net appreciation in fair value of investments | $ 7,484,115 | $ 10,718,689 |
| Interest and dividends | 190,513 | 214,159 |
| | 7,674,628 | 10,932,848 |
| Less: investment fees | 107,287 | 134,256 |
| **Net investment income** | 7,567,341 | 10,798,592 |
| **Contributions - employer** | 1,032,437 | 1,732,581 |
| **Total additions** | 8,599,778 | 12,531,173 |
| **Deductions:** | | |
| **Deductions from net assets attributed to:** | | |
| Benefits paid to participants | 5,494,661 | 5,135,622 |
| Administrative expenses | 104,831 | 124,215 |
| **Total deductions** | 5,599,492 | 5,259,837 |
| **Net increase** | 3,000,286 | 7,271,336 |
| **Net assets avaliable for benefits** | | |
| **Beginning of year** | 91,514,126 | 84,242,790 |
| **End of year** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

## Note 1 – Description of Plan

The following description of the FUJIFILM Group Pension Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

*General*
The Plan is a defined benefit pension plan under which substantially all salaried employees of Fujifilm Imaging Colorants Inc. (the "Company" or "Employer"), who meet certain service requirements, are eligible to participate. The Plan was frozen as of December 31, 2006 in that no individual hired (or, except as otherwise provided within the plan document, rehired) after December 31, 2006 shall be eligible to participate in the Plan. Effective December 31, 2007, the Plan was amended to transfer all of the plan net assets of the PrimeSource Corporation Pension Plan and the FUJIFILM Hunt Chemicals U.S.A., Inc. Defined Benefit Plan and include substantially all salaried employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan was amended to freeze the accrual of benefits as of December 31, 2007 for the employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Trustees is responsible for oversight of the Plan. Management of the Company determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

*Pension Benefits*
Participants are entitled to pension benefits upon attaining the normal retirement age (65) or the fifth anniversary of the date participation in the Plan commenced. The benefits for the Company's participants are as follows:

Benefit Schedule A: For all eligible employees who elected this schedule as of May 1, 1998, the benefit equals the greater of

(i) 1.2% of average compensation times years of service.
(ii) 1.6% times years of service, but not more than 50%, times average compensation minus 1.6% times years of service, but not more than 50%, times social security benefits. This benefit is not applicable to bargaining groups.

Benefit Schedule B: For all eligible employees who elected this schedule as of May 1, 1998, and for all eligible employees hired on or after March 1, 1998, the benefit equals the sum of (i) and (ii):

(i) The benefit determined under Benefit Schedule A based on average compensation and years of service as of April 30, 1998.
(ii) The accumulation for each plan year of the sum of 1.2% of compensation up to the breakpoint plus 1.6% of compensation in excess of the breakpoint, as defined in the Plan.

Early Retirement Eligibility
Participants who retire from active employment and who have completed at least five years of vesting and have attained age 50 and whose age plus years of vesting equals 70 or more are eligible for early retirement.

Benefits are reduced by appropriate early retirement tables. For Benefit Schedule A there is a separate schedule for benefit part (i) or benefit part (ii). In general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 55.

**Note 1 – Description of Plan (continued)**

For Benefit Schedule B, in general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 58.

Vesting participants who separate from service prior to age 50 or prior to meeting Rule of 70. Benefits are available when age plus vesting service equals 70 or more, but not earlier than age 50.

Benefits are actuarially reduced from age 65 according to the schedule provided in the Plan document.

The Plan agreement contains additional provisions for participants who were also participants of the plans that were merged into this Plan.

*Death Benefits*
If a participant dies after earning a non-forfeitable right to accrued benefits but prior to the election of retirement benefits, the participant's current spouse shall receive an amount equal to the annuity payable during the joint lives of the participant and his spouse. If a participant dies after the election of retirement benefits, his beneficiary shall be entitled to any amount which may be payable under the form of benefit that the participant elected.

**Note 2 – Summary of Significant Accounting Policies**

*Basis of Accounting*
The Plan's financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-benefit plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-benefit plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

*Use of Estimates*
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

*Administrative Expenses*
The Plan's expenses are paid either by the Plan or the Company as provided by the plan document. Certain administrative expenses of the Plan that are paid by the plan are recorded as deductions in the accompanying Statements of Changes in Net Assets Available for Benefits. Investment related expenses are included in net appreciation in fair value of investments.

**Note 2 – Summary of Significant Accounting Policies (continued)**

*Investment Valuation and Income Recognition*
The Plan's investments are reported at fair value except for its benefit-responsive investment contract, which is valued at contract value (Note 7) as reported to the Plan by Prudential Retirement Insurance and Annuity Company ("Prudential"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management of the Company determines the Plan's valuation policies utilizing information provided by the Plan's investment advisers, trustee and insurance company. See Note 6 for discussion of fair value measurements.

Purchases and sales of investments 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.

*Actuarial Present Value of Accumulated Plan Benefits*
Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the average of the employees' highest compensation for five consecutive years during their last ten years of service.

The accumulated plan benefits for active employees are based on the average of the employees' highest compensation for five consecutive years during their last ten years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included, to the extent that they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits. The Plan's valuation date is the beginning of the year.

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

The significant actuarial assumptions used in the valuations as of January 1, 2014 and 2013, were (a) life expectancy of participants (the RP 2000), (b) retirement age assumptions with respect to the percentage of participants expected to retire range from 1.6% at age 55 to 100% at age 65, (c) investment return (assumed average rate of return compounded annually at 6.75%) and (d) salary scale (4.0%, compounded annually).

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

*Payment of Benefits*
Benefit payments are recorded when paid by the Plan.

*Subsequent Events*
The Plan has evaluated subsequent events for potential recognition or disclosure in the financial statements through October 1, 2014, the date the financial statements were available to be issued.

## Note 3 – Funding Policy

Contributions to the Plan by the Company are based on the Projected Unit Credit Actuarial cost method and meet the funding requirements of ERISA. Amounts related to prior service cost are being amortized in accordance with ERISA over periods consistent with Section 412 of the Internal Revenue Code. The Company contributed $1,032,437 and $1,732,581 for the years ended December 31, 2013 and 2012, respectively. The Plan met the minimum funding requirements of ERISA as of December 31, 2013 and 2012.

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions or to terminate the Plan subject to the provisions of ERISA.

## Note 4 – Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. Government Agency) up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All non-vested benefits.

Benefits to be provided via contracts under which Prudential is obligated to pay the benefits would be excluded for allocation purposes.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of the individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2013 that ceiling is $4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceiling is actuarially adjusted downward.

**Note 4 – Plan Termination (continued)**

Whether all participants receive their benefits should the Plan terminate at some further time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

**Note 5 – Investments**

Other than the fair value of the guaranteed deposit account and the related adjustment from fair value to contract value for fully benefit responsive investment contracts, certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation in the fair value of investments, interest and dividends for the years then ended, was obtained and derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the plan). The contract value of the guaranteed deposit account was certified by the trustee.

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

| Pooled Separate Accounts: | December 31, | |
|---|---|---|
| | 2013 | 2012 |
| Large Cap Growth – NeubergerBerman | | |
| 320,311 units | $ * | $ 4,571,877 |
| Large Cap Value – LSV Asset Management | | |
| 171,313 and 248,338 units, respectively | 4,928,449 | 5,044,072 |
| Large Cap Growth – MFS Fund | | |
| 248,703 units | 4,901,034 | * |
| Large Cap Growth – Columbia | | |
| 235,657 units | 4,838,963 | * |
| Large Cap Growth – Goldman Sachs | | |
| 311,512 units | * | 4,849,161 |
| Large Cap Value – Barrow Hanley | | |
| 216,716 and 288,961 units, respectively | 4,766,948 | 4,793,414 |
| Inc. Research and Mgmt LD Bond | | |
| 1,621,898 and 1,351,821 units, respectively | 27,071,351 | 24,600,523 |
| Pru Long Corporate Bond | | |
| 2,189,353 and 1,887,089 units, respectively | 27,568,233 | 25,145,564 |

* Investment was not over 5 percent threshold for specified year

For the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by $7,484,115 and $10,718,689, respectively, all of which were from pooled separate accounts.

## Note 6 – Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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 asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Pooled separate accounts:* Valued at fair value based on the current market values of the underlying assets of the fund.

*Guaranteed deposit account:* guaranteed deposit accounts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. (See note 3) Because the participants transact at contact value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Company's management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data.

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

**Note 6 – Fair Value Measurements (continued)**

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

| | Investments at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,739,997 | $ - | $ 9,739,997 |
| Large Cap Value | - | 9,695,397 | - | 9,695,397 |
| Mid Cap Growth | - | 1,970,625 | - | 1,970,625 |
| Mid Cap Value | - | 2,072,004 | - | 2,072,004 |
| Small Cap Growth | - | 2,573,852 | - | 2,573,852 |
| Small Cap Value | - | 2,543,821 | - | 2,543,821 |
| International Blend | - | 6,856,423 | - | 6,856,423 |
| Corporate Bond | - | 27,568,233 | - | 27,568,233 |
| Long Duration Bond | - | 27,071,351 | - | 27,071,351 |
| Total pooled separate accounts | - | 90,091,703 | - | 90,091,703 |
| Guaranteed deposit account | - | 3,877,276 | - | 3,877,276 |
| Total investments at fair value | $ - | $93,968,979 | $ - | $93,968,979 |

| | Investments at Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,421,038 | $ - | $ 9,421,038 |
| Large Cap Value | - | 9,837,486 | - | 9,837,486 |
| Mid Cap Growth | - | 2,188,647 | - | 2,188,647 |
| Mid Cap Value | - | 2,379,869 | - | 2,379,869 |
| Small Cap Growth | - | 2,678,461 | - | 2,678,461 |
| Small Cap Value | - | 2,853,876 | - | 2,853,876 |
| International Blend | - | 7,527,123 | - | 7,527,123 |
| Corporate Bond | - | 25,145,564 | - | 25,145,564 |
| Long Duration Bond | - | 24,600,523 | - | 24,600,523 |
| Total pooled separate accounts | - | 86,632,587 | - | 86,632,587 |
| Guaranteed deposit account | - | 4,330,315 | - | 4,330,315 |
| Total investments at fair value | $ - | $90,962,902 | $ - | $90,962,902 |

Unrealized gains/(losses) from the guaranteed deposit account are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

## Note 7 – Investment Contract with Insurance Company

The Plan entered into a benefit-responsive investment contract with Prudential which maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and certain administrative expenses. The guaranteed deposit account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed deposit account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed deposit account. The guaranteed deposit account is presented on the face of the Statement of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the guaranteed deposit account at December 31, 2013 and 2012 was $3,877,276 and $4,330,315 respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly or semiannual basis for resetting.

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

The guaranteed deposit account does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| Average yields: | 2013 | 2012 |
|---|---|---|
| Based on actual earnings | 2.49% | 1.96% |
| Based on interest rate credited to participants | 3.10% | 3.41% |

## Note 8 – Accumulated Plan Benefits

The accumulated plan benefits of the Plan as of December 31, 2013 and 2012 are as follows:

Actuarial present value of accumulated plan benefits:

| | 2013 | 2012 |
|---|---|---|
| Vested benefits: | | |
| Participants receiving benefits | $ 49,564,678 | $ 47,471,935 |
| Participants with deferred benefits | 16,391,404 | 16,812,049 |
| Active participants | 12,479,784 | 14,170,661 |
| | 78,435,866 | 78,454,645 |
| Present value of non-vested benefits | 667,349 | 705,379 |
| Total present value of accumulated plan benefits | $ 79,103,215 | $ 79,160,024 |

The changes in accumulated plan benefits for the years ended December 31, 2013 and 2012 are as follows:

| | 2013 | 2012 |
|---|---|---|
| Present value of accumulated plan benefits at January 1 | $ 79,160,024 | $ 79,132,963 |
| Increase (decrease) during the year attributable to: | | |
| Benefits accumulated and actuarial (gain)/loss | 295,449 | (8,295) |
| Benefits paid | (5,494,661) | (5,135,622) |
| Interest | 5,142,403 | 5,170,978 |
| Net increase (decrease) | (56,809) | 27,061 |
| Present value of accumulated plan benefits at December 31 | $ 79,103,215 | $ 79,160,024 |

## Note 9 – Tax Status

The Plan obtained its latest determination letter on August 27, 2012, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC").

Accounting principles generally accepted in the United States of America require 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, no uncertain positions are taken or are 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 tax examinations for years prior to 2010.

## Note 10 – Related Party Transactions

The investments owned by the Plan are managed by Prudential, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid by revenue sharing, rather than direct payment. As described in Note 2, the Plan made direct payments to the third party administrator of $41,055 and $40,242 for the years ended December 31, 2013 and 2012, respectively; which was not covered by revenue sharing.

## Note 11 – Risks and Uncertainties

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

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

**Supplementary Information**

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $ 3,672,709 | $ 3,877,276 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - MFS Fund | 2,722,492 | 4,901,034 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - LSV Asset Management | 2,735,709 | 4,928,449 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - Barrow Hanley | 3,004,377 | 4,766,948 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - Columbia | 2,676,221 | 4,838,963 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Value - Ceredex | 1,077,343 | 2,543,821 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Growth - RBC | 1,456,316 | 2,573,852 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Growth - Artisan Partners | 759,862 | 1,970,625 |
| * | Prudential Retirement Insurance and Annuity Company | Pru Long Corporate Bond | 26,525,626 | 27,568,233 |
| * | Prudential Retirement Insurance and Annuity Company | Inc. Research & Mgmt LD Bond | 25,176,326 | 27,071,351 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Value - Wellington Mgmt | 1,092,770 | 2,072,004 |

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Wellington | 2,582,493 | 3,482,863 |
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Thornbrg | 2,679,022 | 3,373,560 |
| | Total | | $ 76,161,266 | $ 93,968,979 |

* Indicates an identified person known to be a party-in-interest to the Plan.

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(j)**
**Schedule of Reportable Transactions**
**Year Ended December 31, 2013**

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| **Identity of party involved** | **Description of asset** | **Purchase price** | **Selling price** | **Cost of asset** | **Current value of asset on transaction date** | **Net gain** |
| Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $5,164,229 | - | $5,164,229 | $5,164,229 | - |
| | | - | $5,721,008 | $5,721,008 | $5,721,008 | - |
| Prudential Retirement Insurance and Annuity Company | Long Duration Bond/ IR&M Fund | $4,625,000 | - | $4,625,000 | $4,625,000 | - |

**FUJIFILM Group PensionPlan**
**EIN / PN: 11-3757475 / 001**
**Attachment to 2013 Schedule SB (Form 5500)**
**Line 22 - Description of Weighted Average Retirement Age**

| Age | Probability | Number Retiring | Number Remaining | Result |
|---|---|---|---|---|
| 55 | 1.60% | 0.016000 | 0.984000 | 0.880000 |
| 56 | 1.65% | 0.016236 | 0.967764 | 0.909216 |
| 57 | 1.70% | 0.016452 | 0.951312 | 0.937763 |
| 58 | 1.75% | 0.016648 | 0.934664 | 0.965582 |
| 59 | 1.80% | 0.016824 | 0.917840 | 0.992613 |
| 60 | 1.85% | 0.016980 | 0.900860 | 1.018803 |
| 61 | 1.90% | 0.017116 | 0.883744 | 1.044097 |
| 62 | 10.00% | 0.088374 | 0.795369 | 5.479211 |
| 63 | 2.80% | 0.022270 | 0.773099 | 1.403032 |
| 64 | 3.00% | 0.023193 | 0.749906 | 1.484350 |
| 65 | 100.00% | 0.749906 | 0.000000 | 48.743892 |
| | | | | 63.858558 |

# I. ACTUARIAL COST METHOD

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

In addition, beginning with the 2012 plan year, solely for purposes of determining the minimum required contribution level, applicability of benefit restrictions, and for the at-risk determination, the adjusted 24-month average segment rates established by MAP-21 have been incorporated.

The adjusted 24-month average segment rates are generated by taking the unadjusted 24-month average segment rates for the sponsor-chosen lookback month and adjusting them so that each individual segment rate is not outside of the stipulated corridor around the corresponding 25-year average segment rate for the given plan year. For the 2013 plan year, the stipulated corridor is 85% - 115% of these 25-year average segment rates.

## II. ASSET VALUATION METHOD

Assets have been valued in accordance with generally accepted procedures as described below.

All funds invested are valued in the following manner:

**Definitions**

| | |
|---|---|
| i(t) | assumed growth rate, set equal to the lesser of the expected return on assets or the applicable 3rd segment rate for Plan Year t. |
| C(t) | sum of contributions and other additions to the fund from all sources other than investment transactions in Plan Year t |
| W(t) | sum of all withdrawals and other decreases to the fund from all sources other than investment transactions in Plan Year t |
| AV(t) | Actuarial Value of Assets as of Plan Year t |
| MV(t) | Market Value of Assets as of Plan Year t |
| EV(t) | Expected Value of Assets as of Plan Year t |
| G/L(t) | Gain or Loss for Plan Year t |

**Method**

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) – MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

**Corridor Limits**

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)]

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3rd segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

# Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

**Mortality:**

*Funding:*

*Male:* Separate annuitant and nonannuitant tables for males as prescribed by PPA for 2013.

*Female:* Separate annuitant and nonannuitant tables for females as prescribed by PPA for 2013.

*Accounting:*

*Male:* RP2000 Projected to 2020 for males.

*Female:* RP2000 Projected to 2020 for females.

**Termination:** Sarason T-9

Sample Rates per 1,000 participants:

| Age | Rate |
|---|---|
| 25 | 172 |
| 35 | 137 |
| 45 | 84 |
| 55 | 17 |

**Retirement:**

*Active Participants:* Active employees are assumed to retire at earliest possible age to qualify for unreduced benefits. Retirement prior to eligibility for unreduced benefits are assumed as follows:

| Age | Rate | Age | Rate |
|---|---|---|---|
| 55 | 0.0160 | 60 | 0.0185 |
| 56 | 0.0165 | 61 | 0.0190 |
| 57 | 0.0170 | 62 | 0.1000 |
| 58 | 0.0175 | 63 | 0.0280 |
| 59 | 0.0180 | 64 | 0.0300 |
| | | 65+ | 1.0000 |

*Terminated Vested Participants:* Age 65

# Actuarial Assumptions

| | |
|---|---|
| **Investment Return:** | *For ASC 960 purposes:*<br>6.75% per annum, compounded annually, net of investment and contract fees.<br><br>*For minimum required contribution level, applicability of benefit restrictions, and at risk determination only:*<br>Segment Rates with a 4 month lookback, as adjusted by the 85%-115% corridor around the 25-year average segment rates (4.94%, 6.15%, and 6.76% for the 2013 plan year)<br><br>*For all other purposes:*<br>Segment Rates with a 4 month lookback, unadjusted (1.75%, 4.62%, and 5.72% for the 2013 plan year)<br><br>*Funding Expected Rate of Return:*<br>6.75% per annum, but limited to the third segment rate for the applicable year. |
| **Estimated Expenses**: | $250,000 |
| **Survivor's Benefit** | It is assumed that husbands are 4 years older than wives and that 100% of the male Participants and 100% of the female Participants who are or will become eligible for coverage under the Spouse's Benefit will be survived by an eligible spouse. |
| **Disability** | None |

## Plan Provisions

| | |
|---|---|
| Final Earnings: | The participant's total Compensation in the 36 consecutive months during the last ten consecutive plan years prior to retirement or termination in which Compensation was the highest divided by 3. |
| Years of Service: | For periods of service prior to January 1, 1976: years and months of Continuous Service from date of hire.<br><br>For periods of service on or after January 1, 1976: For regular employees, all periods of service including full and partial years. For part-time employees, one year of service for each accrual computation period during which the participant is credited with 900 hours of service. For years before January 1, 1994, 2,080 hours of service are required for one Year of Service and service is credited on a pro rata basis for hours less than 2,080. |
| Social Security:<br>*Primary Insurance Amount* | Primary benefit based upon the Act in effect at time of termination of employment, payable at the later of age 62 or actual retirement age. For terminations before age 62, no earnings after employment are assumed. |
| Benefit Formula: | Benefit Schedule A: For all eligible employees who elected this schedule as of May 1, 1998, the benefit equals the greater of (ii) or (ii):<br><br>(i) 1.2% of Average Compensation times Years of Service.<br><br>(ii) 1.6% times Years of Service, but not more than 50%, times Average Compensation minus 1.6% times Years of Service, but not more than 50%, times Social Security Benefit. This benefit is not applicable to bargaining groups.<br><br>Benefit Schedule B: For all eligible employees who elected this schedule as of May 1, 1998, and for all eligible employees hired on or after March 1, 1998, the benefit equals the sum of (i) and (ii):<br><br>(i) The benefit determined under Benefit Schedule A based on Average Compensation and Years of Service as of April 30, 1998.<br><br>(ii) The accumulation for each plan year of the sum of 1.2% of Compensation up to the Breakpoint plus 1.6% of Compensation in excess of the Breakpoint. Breakpoint: $73,600 for 2012, $71,400 for 2011, $71,400 for 2010, $71,400 for 2009, $68,200 for 2008, $65,200 for 2007, $63,000 for 2006, $60,200 for 2005, $58,800 for 2004, $58,200 for 2003, $56,800 for 2002, as adjusted for inflation as the Social Security Wage Base. |

# Plan Provisions

Early Retirement:

Imaging Colorants

*Eligibility*

Participants retiring from active employment who have completed at least five Years of Vesting and have attained age 50 and whose age plus years of Vesting equals 70 or more.

*Amount*

Benefits are reduced by appropriate Early Retirement Tables. For Benefit Schedule A there is a separate schedule for benefit part (i) or benefit part (ii). In general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 55.

For Benefit Schedule B, in general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 58.

*Eligibility*

Vested participants who separate from service prior to age 50 or prior to meeting Rule of 70. Benefits are available when age plus vesting service equals 70 or more, but no earlier than age 50.

*Amount*

Benefits are actuarially reduced from age 65 according to schedule provided in Plan Document.

PrimeSource:

*Eligibility*

The later of 1) the attainment of age 55 or 2) the date on which the sum of the Participant's age and years of service equals or exceeds 70.

*Amount*

100% of the accrued pension benefit. Benefit determined under same formula as for normal retirement based on credited service to early retirement date. Benefit reduced in accordance with the following:

| Age | Adjustment Factor | Age | Adjustment Factor |
|---|---|---|---|
| 64 | 1.000 | 59 | 0.633 |
| 63 | 0.960 | 58 | 0.600 |
| 62 | 0.920 | 57 | 0.567 |
| 61 | 0.880 | 56 | 0.533 |
| 60 | 0.840 | 55 | 0.500 |



Prudential

## Plan Provisions

Hunt:

| | |
|---|---|
| *Eligibility* | Age 55 and 10 years of service. |
| *Amount* | Fuji Hunt: Monthly Accrued Benefit determined as of Early Retirement Date, reduced 1/3% for each month of payment before age 62.<br><br>Orange Park Salaried: Monthly Accrued Benefit determined as of Early Retirement Date, reduced 1/3% for each month of payment before age 65. For certain benefits, reduction is 1/2% for each month of payment before age 65 and if the participant is at least age 60 with 30 years of service, the benefit is unreduced.<br><br>Orange Park Hourly: Monthly Accrued Benefit determined as of Early Retirement Date, reduced 1/2% for each month of payment before age 65. |
| Vesting Schedule: | Participants who have completed at least five Years of Vesting. |
| Preretirement Spouse Benefit | |
| *Eligibility* | Spouses of vested participants who die before the commencement of their pensions or of participants on disability retirement who die. |
| *Benefit Formula* | 50% of the benefit the participant would have received had he terminated on the date of his death and elected a qualified joint and one-half spouse's annuity payable on the later of the date of death or the date the participant would have been eligible for early retirement. |
| Prior Plan Values | |
| *Amount* | The Normal Retirement Benefit shall be reduced by any benefit payable under a plan sponsored by Avecia or a plan of a previous employer attributable to service credited by this plan. |
| Late Retirement | The retirement benefit for participants who work beyond age 65, are based on service and earnings at actual retirement date. |
| Optional Benefit Forms: | Life Annuity<br>5 Year Certain & Continuous<br>10 Year Certain & Continuous<br>15 Year Certain & Continuous<br>20 Year Certain & Continuous<br>25 Year Certain & Continuous<br>Joint & 50% Survivor<br>Joint & 100% Survivor<br><br>Participants from the PrimeSource Plan and Hunt Plan are entitled to any other optional benefit forms that were offered by the respective Plan before the merger. |

# Plan Provisions

**Status of Benefit Accruals and Plan Eligibility:**

Hunt:

Effective December 31, 2007, all benefit accruals were frozen and no individual should become eligible to participate after December 31, 2007.

PrimeSource:

Effective December 31, 2005, all benefit accruals were frozen and no individual should become eligible to participate after December 31, 2005.

Imaging Colorants:

Effective March 31, 2012, all benefit accruals were frozen and no individual should become eligible to participate after March 31, 2012

# Distribution of Active Participants by Age and Service

**Number of Active Employees as of January 1, 2013 – Distribution by Age and Service**

| Attained Age | Years of Credited Service | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Under 1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40 + | Total |
| **Under 25** | | | | | | | | | | | |
| **25-29** | | | | | | | | | | | |
| **30-34** | | | 1 | | | | | | | | 1 |
| **35-39** | | | 2 | 3 | 3 | | | | | | 8 |
| **40-44** | | | 3 | 9 | 2 | | | | | | 14 |
| **45-49** | | | 1 | 9 | 7 | 3 | 6 | | | | 26 |
| **50-54** | | | 2 | 14 | 7 | 9 | 7 | 7 | 2 | | 48 |
| **55-59** | | | 2 | 9 | 9 | 10 | 6 | 9 | 6 | 1 | 52 |
| **60-64** | | | 1 | 5 | 8 | 2 | 5 | 2 | 1 | | 24 |
| **65-69** | | | | | 2 | | 1 | 2 | 3 | 1 | 9 |
| **70 +** | | | | | 1 | | | | | | 1 |
| **Total** | | | 12 | 49 | 39 | 24 | 25 | 20 | 12 | 2 | 183 |



Prudential

# SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

**A** Name of plan

FUJIFILM GROUP PENSION PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

FUJIFILM IMAGING COLORANTS, INC.

**D** Employer Identification Number (EIN)

11-3757475

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

## Part I Basic Information

**1** Enter the valuation date: Month 1 Day 1 Year 2013

**2** Assets:

| | | |
|---|---|---|
| **a** Market value | 2a | 91,492,247 |
| **b** Actuarial value | 2b | 87,378,778 |

**3** Funding target/participant count breakdown:

| | | (1) Number of participants | (2) Funding Target |
|---|---|---|---|
| **a** For retired participants and beneficiaries receiving payment | 3a | 472 | 49,673,913 |
| **b** For terminated vested participants | 3b | 633 | 17,858,112 |
| **c** For active participants: | | | |
| (1) Non-vested benefits | 3c(1) | | 731,932 |
| (2) Vested benefits | 3c(2) | | 14,869,950 |
| (3) Total active | 3c(3) | 183 | 15,601,882 |
| **d** Total | 3d | 1,288 | 83,133,907 |

**4** If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

| | | |
|---|---|---|
| **a** Funding target disregarding prescribed at-risk assumptions | 4a | |
| **b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor | 4b | |
| **5** Effective interest rate | 5 | 6.28 % |
| **6** Target normal cost | 6 | 250,000 |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN HERE**

Michael J. Grenier

Signature of actuary

09/23/2014

Date

MICHAEL J. GRENIER

Type or print name of actuary

14-05523

Most recent enrollment number

PRIAC

Firm name

(860) 534-2695

Telephone number (including area code)

280 TRUMBULL STREET

HARTFORD CT 06103

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

## Part II Beginning of Year Carryover and Prefunding Balances

| | | (a) Carryover balance | (b) Prefunding balance |
|---|---|---|---|
| 7 | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) | 4,779,642 | 511,799 |
| 8 | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) | 362,615 | 0 |
| 9 | Amount remaining (line 7 minus line 8) | 4,417,027 | 511,799 |
| 10 | Interest on line 9 using prior year's actual return of 13.94 % | 615,734 | 71,345 |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | a Present value of excess contributions (line 38a from prior year) | | 1,148,400 |
| | b Interest on (a) using prior year's effective interest rate of 6.98 % except as otherwise provided (see instructions) | | 105,397 |
| | c Total available at beginning of current plan year to add to prefunding balance | | 1,253,797 |
| | d Portion of (c) to be added to prefunding balance | | 1,253,797 |
| 12 | Other reductions in balances due to elections or deemed elections | 2,624,831 | 0 |
| 13 | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) | 2,407,930 | 1,836,941 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 100.00 % |
| 15 | Adjusted funding target attainment percentage | 15 | 105.10 % |
| 16 | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement | 16 | 106.18 % |
| 17 | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage. | 17 | % |

## Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|---|---|---|---|---|---|
| 12/19/2013 | 117,500 | | 09/04/2014 | 118,500 | |
| 12/27/2013 | 132,500 | | 09/12/2014 | 131,500 | |
| 03/10/2014 | 132,500 | | | | |
| 04/01/2014 | 117,500 | | | | |
| 06/05/2014 | 131,500 | | | | |
| 06/10/2014 | 118,500 | | | | |
| | | Totals ▶ 18(b) | | 1,000,000 | 18(c) 0 |

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

| | | |
|---|---|---|
| a Contributions allocated toward unpaid minimum required contributions from prior years. | 19a | 0 |
| b Contributions made to avoid restrictions adjusted to valuation date | 19b | 0 |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date | 19c | 921,260 |

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

| (1) 1st | (2) 2nd | (3) 3rd | (4) 4th |
|---|---|---|---|
| | | | |

## Part V Assumptions Used to Determine Funding Target and Target Normal Cost

**21** Discount rate:

**a** Segment rates:

| 1st segment: | 2nd segment: | 3rd segment: | |
|---|---|---|---|
| 4.94 % | 6.15 % | 6.76 % | ☐ N/A, full yield curve used |

| | | |
|---|---|---|
| **b** Applicable month (enter code) | **21b** | 4 |
| **22** Weighted average retirement age | **22** | 64 |

**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

## Part VI Miscellaneous Items

| | | |
|---|---|---|
| **24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. | ☐ Yes | ☒ No |
| **25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. | ☐ Yes | ☒ No |
| **26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. | ☒ Yes | ☐ No |

| | | |
|---|---|---|
| **27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment | **27** | |

## Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

## Part VIII Minimum Required Contribution For Current Year

**31** Target normal cost and excess assets (see instructions):

| | | |
|---|---|---|
| **a** Target normal cost (line 6) | **31a** | 250,000 |
| **b** Excess assets, if applicable, but not greater than line 31a | **31b** | 0 |

**32** Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 0 | 0 |
| **b** Waiver amortization installment | 0 | 0 |

| | | |
|---|---|---|
| **33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____ ) and the waived amount | **33** | |
| **34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) | **34** | 250,000 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances elected for use to offset funding requirement | | | 0 |

| | | |
|---|---|---|
| **36** Additional cash requirement (line 34 minus line 35) | **36** | 250,000 |
| **37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) | **37** | 921,260 |

**38** Present value of excess contributions for current year (see instructions)

| | | |
|---|---|---|
| **a** Total (excess, if any, of line 37 over line 36) | **38a** | 671,260 |
| **b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances | **38b** | 0 |
| **39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) | **39** | 0 |
| **40** Unpaid minimum required contributions for all years | **40** | 0 |

## Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

**41** If an election was made to use PRA 2010 funding relief for this plan:

**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years

**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

| | | |
|---|---|---|
| **42** Amount of acceleration adjustment | **42** | |
| **43** Excess installment acceleration amount to be carried over to future plan years | **43** | |

# FUJIFILM GROUP PENSION PLAN

## FINANCIAL STATEMENTS

## YEARS ENDED DECEMBER 31, 2013 AND 2012

**FUJIFILM Group Pension Plan**

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**Years Ended December 31, 2013 and 2012**


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# Independent Auditor's Report

To the Board of Trustees
FUJIFILM Group Pension Plan

## Report on the Financial Statements

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

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

## Basis for Disclaimer of Opinion

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

## Disclaimer of Opinion

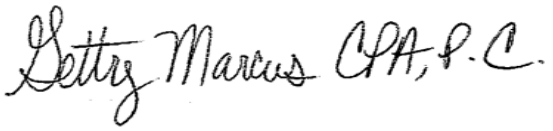
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedules appearing on pages 15 to 17, as of and for the year ended December 31, 2013 are required by the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis, and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on these supplemental schedules.

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

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



Gettry Marcus CPA, P.C.
Woodbury, New York
October 1, 2014

**FUJIFILM Group Pension Plan**
**Statements of Net Assets Available for Benefits**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Assets** | | |
| **Investments, at fair value** | | |
| Pooled separate accounts | $ 90,091,703 | $ 86,632,587 |
| Guaranteed deposit account | 3,877,276 | 4,330,315 |
| **Total investments, at fair value** | 93,968,979 | 90,962,902 |
| **Contributions receivable - employer** | 750,000 | 875,000 |
| **Net assets reflecting investments at fair value** | 94,718,979 | 91,837,902 |
| **Adjustment from fair value to contract value for fully benefit-responsive investment contracts** | (204,567) | (323,776) |
| **Net assets available for benefits** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

**FUJIFILM Group Pension Plan**
**Statements of Changes in Net Assets Available for Benefits**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Additions:** | | |
| **Additions to net assets attributed to:** | | |
| **Investment income** | | |
| Net appreciation in fair value of investments | $ 7,484,115 | $ 10,718,689 |
| Interest and dividends | 190,513 | 214,159 |
| | 7,674,628 | 10,932,848 |
| Less: investment fees | 107,287 | 134,256 |
| **Net investment income** | 7,567,341 | 10,798,592 |
| **Contributions - employer** | 1,032,437 | 1,732,581 |
| **Total additions** | 8,599,778 | 12,531,173 |
| **Deductions:** | | |
| **Deductions from net assets attributed to:** | | |
| Benefits paid to participants | 5,494,661 | 5,135,622 |
| Administrative expenses | 104,831 | 124,215 |
| **Total deductions** | 5,599,492 | 5,259,837 |
| **Net increase** | 3,000,286 | 7,271,336 |
| **Net assets avaliable for benefits** | | |
| **Beginning of year** | 91,514,126 | 84,242,790 |
| **End of year** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

## Note 1 – Description of Plan

The following description of the FUJIFILM Group Pension Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

*General*
The Plan is a defined benefit pension plan under which substantially all salaried employees of Fujifilm Imaging Colorants Inc. (the "Company" or "Employer"), who meet certain service requirements, are eligible to participate. The Plan was frozen as of December 31, 2006 in that no individual hired (or, except as otherwise provided within the plan document, rehired) after December 31, 2006 shall be eligible to participate in the Plan. Effective December 31, 2007, the Plan was amended to transfer all of the plan net assets of the PrimeSource Corporation Pension Plan and the FUJIFILM Hunt Chemicals U.S.A., Inc. Defined Benefit Plan and include substantially all salaried employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan was amended to freeze the accrual of benefits as of December 31, 2007 for the employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Trustees is responsible for oversight of the Plan. Management of the Company determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

*Pension Benefits*
Participants are entitled to pension benefits upon attaining the normal retirement age (65) or the fifth anniversary of the date participation in the Plan commenced. The benefits for the Company's participants are as follows:

Benefit Schedule A: For all eligible employees who elected this schedule as of May 1, 1998, the benefit equals the greater of

(i) 1.2% of average compensation times years of service.
(ii) 1.6% times years of service, but not more than 50%, times average compensation minus 1.6% times years of service, but not more than 50%, times social security benefits. This benefit is not applicable to bargaining groups.

Benefit Schedule B: For all eligible employees who elected this schedule as of May 1, 1998, and for all eligible employees hired on or after March 1, 1998, the benefit equals the sum of (i) and (ii):

(i) The benefit determined under Benefit Schedule A based on average compensation and years of service as of April 30, 1998.
(ii) The accumulation for each plan year of the sum of 1.2% of compensation up to the breakpoint plus 1.6% of compensation in excess of the breakpoint, as defined in the Plan.

Early Retirement Eligibility
Participants who retire from active employment and who have completed at least five years of vesting and have attained age 50 and whose age plus years of vesting equals 70 or more are eligible for early retirement.

Benefits are reduced by appropriate early retirement tables. For Benefit Schedule A there is a separate schedule for benefit part (i) or benefit part (ii). In general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 55.

**Note 1 – Description of Plan (continued)**

For Benefit Schedule B, in general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 58.

Vesting participants who separate from service prior to age 50 or prior to meeting Rule of 70. Benefits are available when age plus vesting service equals 70 or more, but not earlier than age 50.

Benefits are actuarially reduced from age 65 according to the schedule provided in the Plan document.

The Plan agreement contains additional provisions for participants who were also participants of the plans that were merged into this Plan.

*Death Benefits*
If a participant dies after earning a non-forfeitable right to accrued benefits but prior to the election of retirement benefits, the participant's current spouse shall receive an amount equal to the annuity payable during the joint lives of the participant and his spouse. If a participant dies after the election of retirement benefits, his beneficiary shall be entitled to any amount which may be payable under the form of benefit that the participant elected.

**Note 2 – Summary of Significant Accounting Policies**

*Basis of Accounting*
The Plan's financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-benefit plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-benefit plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

*Use of Estimates*
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

*Administrative Expenses*
The Plan's expenses are paid either by the Plan or the Company as provided by the plan document. Certain administrative expenses of the Plan that are paid by the plan are recorded as deductions in the accompanying Statements of Changes in Net Assets Available for Benefits. Investment related expenses are included in net appreciation in fair value of investments.

**Note 2 – Summary of Significant Accounting Policies (continued)**

*Investment Valuation and Income Recognition*
The Plan's investments are reported at fair value except for its benefit-responsive investment contract, which is valued at contract value (Note 7) as reported to the Plan by Prudential Retirement Insurance and Annuity Company ("Prudential"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management of the Company determines the Plan's valuation policies utilizing information provided by the Plan's investment advisers, trustee and insurance company. See Note 6 for discussion of fair value measurements.

Purchases and sales of investments 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.

*Actuarial Present Value of Accumulated Plan Benefits*
Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the average of the employees' highest compensation for five consecutive years during their last ten years of service.

The accumulated plan benefits for active employees are based on the average of the employees' highest compensation for five consecutive years during their last ten years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included, to the extent that they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits. The Plan's valuation date is the beginning of the year.

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

The significant actuarial assumptions used in the valuations as of January 1, 2014 and 2013, were (a) life expectancy of participants (the RP 2000), (b) retirement age assumptions with respect to the percentage of participants expected to retire range from 1.6% at age 55 to 100% at age 65, (c) investment return (assumed average rate of return compounded annually at 6.75%) and (d) salary scale (4.0%, compounded annually).

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

*Payment of Benefits*
Benefit payments are recorded when paid by the Plan.

*Subsequent Events*
The Plan has evaluated subsequent events for potential recognition or disclosure in the financial statements through October 1, 2014, the date the financial statements were available to be issued.

## Note 3 – Funding Policy

Contributions to the Plan by the Company are based on the Projected Unit Credit Actuarial cost method and meet the funding requirements of ERISA. Amounts related to prior service cost are being amortized in accordance with ERISA over periods consistent with Section 412 of the Internal Revenue Code. The Company contributed $1,032,437 and $1,732,581 for the years ended December 31, 2013 and 2012, respectively. The Plan met the minimum funding requirements of ERISA as of December 31, 2013 and 2012.

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions or to terminate the Plan subject to the provisions of ERISA.

## Note 4 – Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. Government Agency) up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All non-vested benefits.

Benefits to be provided via contracts under which Prudential is obligated to pay the benefits would be excluded for allocation purposes.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of the individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2013 that ceiling is $4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceiling is actuarially adjusted downward.

**Note 4 – Plan Termination (continued)**

Whether all participants receive their benefits should the Plan terminate at some further time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

**Note 5 – Investments**

Other than the fair value of the guaranteed deposit account and the related adjustment from fair value to contract value for fully benefit responsive investment contracts, certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation in the fair value of investments, interest and dividends for the years then ended, was obtained and derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the plan). The contract value of the guaranteed deposit account was certified by the trustee.

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

| Pooled Separate Accounts: | December 31, | |
|---|---|---|
| | 2013 | 2012 |
| Large Cap Growth – NeubergerBerman | | |
| 320,311 units | $ * | $ 4,571,877 |
| Large Cap Value – LSV Asset Management | | |
| 171,313 and 248,338 units, respectively | 4,928,449 | 5,044,072 |
| Large Cap Growth – MFS Fund | | |
| 248,703 units | 4,901,034 | * |
| Large Cap Growth – Columbia | | |
| 235,657 units | 4,838,963 | * |
| Large Cap Growth – Goldman Sachs | | |
| 311,512 units | * | 4,849,161 |
| Large Cap Value – Barrow Hanley | | |
| 216,716 and 288,961 units, respectively | 4,766,948 | 4,793,414 |
| Inc. Research and Mgmt LD Bond | | |
| 1,621,898 and 1,351,821 units, respectively | 27,071,351 | 24,600,523 |
| Pru Long Corporate Bond | | |
| 2,189,353 and 1,887,089 units, respectively | 27,568,233 | 25,145,564 |

* Investment was not over 5 percent threshold for specified year

For the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by $7,484,115 and $10,718,689, respectively, all of which were from pooled separate accounts.

## Note 6 – Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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 asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Pooled separate accounts:* Valued at fair value based on the current market values of the underlying assets of the fund.

*Guaranteed deposit account:* guaranteed deposit accounts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. (See note 3) Because the participants transact at contact value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Company's management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data.

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

**Note 6 – Fair Value Measurements (continued)**

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

| | Investments at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,739,997 | $ - | $ 9,739,997 |
| Large Cap Value | - | 9,695,397 | - | 9,695,397 |
| Mid Cap Growth | - | 1,970,625 | - | 1,970,625 |
| Mid Cap Value | - | 2,072,004 | - | 2,072,004 |
| Small Cap Growth | - | 2,573,852 | - | 2,573,852 |
| Small Cap Value | - | 2,543,821 | - | 2,543,821 |
| International Blend | - | 6,856,423 | - | 6,856,423 |
| Corporate Bond | - | 27,568,233 | - | 27,568,233 |
| Long Duration Bond | - | 27,071,351 | - | 27,071,351 |
| Total pooled separate accounts | - | 90,091,703 | - | 90,091,703 |
| Guaranteed deposit account | - | 3,877,276 | - | 3,877,276 |
| Total investments at fair value | $ - | $93,968,979 | $ - | $93,968,979 |

| | Investments at Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,421,038 | $ - | $ 9,421,038 |
| Large Cap Value | - | 9,837,486 | - | 9,837,486 |
| Mid Cap Growth | - | 2,188,647 | - | 2,188,647 |
| Mid Cap Value | - | 2,379,869 | - | 2,379,869 |
| Small Cap Growth | - | 2,678,461 | - | 2,678,461 |
| Small Cap Value | - | 2,853,876 | - | 2,853,876 |
| International Blend | - | 7,527,123 | - | 7,527,123 |
| Corporate Bond | - | 25,145,564 | - | 25,145,564 |
| Long Duration Bond | - | 24,600,523 | - | 24,600,523 |
| Total pooled separate accounts | - | 86,632,587 | - | 86,632,587 |
| Guaranteed deposit account | - | 4,330,315 | - | 4,330,315 |
| Total investments at fair value | $ - | $90,962,902 | $ - | $90,962,902 |

Unrealized gains/(losses) from the guaranteed deposit account are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

## Note 7 – Investment Contract with Insurance Company

The Plan entered into a benefit-responsive investment contract with Prudential which maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and certain administrative expenses. The guaranteed deposit account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed deposit account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed deposit account. The guaranteed deposit account is presented on the face of the Statement of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the guaranteed deposit account at December 31, 2013 and 2012 was $3,877,276 and $4,330,315 respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly or semiannual basis for resetting.

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

The guaranteed deposit account does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| Average yields: | 2013 | 2012 |
|---|---|---|
| Based on actual earnings | 2.49% | 1.96% |
| Based on interest rate credited to participants | 3.10% | 3.41% |

## Note 8 – Accumulated Plan Benefits

The accumulated plan benefits of the Plan as of December 31, 2013 and 2012 are as follows:

Actuarial present value of accumulated plan benefits:

| | 2013 | 2012 |
|---|---|---|
| Vested benefits: | | |
| Participants receiving benefits | $ 49,564,678 | $ 47,471,935 |
| Participants with deferred benefits | 16,391,404 | 16,812,049 |
| Active participants | 12,479,784 | 14,170,661 |
| | 78,435,866 | 78,454,645 |
| Present value of non-vested benefits | 667,349 | 705,379 |
| Total present value of accumulated plan benefits | $ 79,103,215 | $ 79,160,024 |

The changes in accumulated plan benefits for the years ended December 31, 2013 and 2012 are as follows:

| | 2013 | 2012 |
|---|---|---|
| Present value of accumulated plan benefits at January 1 | $ 79,160,024 | $ 79,132,963 |
| Increase (decrease) during the year attributable to: | | |
| Benefits accumulated and actuarial (gain)/loss | 295,449 | (8,295) |
| Benefits paid | (5,494,661) | (5,135,622) |
| Interest | 5,142,403 | 5,170,978 |
| Net increase (decrease) | (56,809) | 27,061 |
| Present value of accumulated plan benefits at December 31 | $ 79,103,215 | $ 79,160,024 |

## Note 9 – Tax Status

The Plan obtained its latest determination letter on August 27, 2012, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC").

Accounting principles generally accepted in the United States of America require 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, no uncertain positions are taken or are 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 tax examinations for years prior to 2010.

## Note 10 – Related Party Transactions

The investments owned by the Plan are managed by Prudential, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid by revenue sharing, rather than direct payment. As described in Note 2, the Plan made direct payments to the third party administrator of $41,055 and $40,242 for the years ended December 31, 2013 and 2012, respectively; which was not covered by revenue sharing.

## Note 11 – Risks and Uncertainties

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

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

**Supplementary Information**

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $ 3,672,709 | $ 3,877,276 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - MFS Fund | 2,722,492 | 4,901,034 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - LSV Asset Management | 2,735,709 | 4,928,449 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - Barrow Hanley | 3,004,377 | 4,766,948 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - Columbia | 2,676,221 | 4,838,963 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Value - Ceredex | 1,077,343 | 2,543,821 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Growth - RBC | 1,456,316 | 2,573,852 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Growth - Artisan Partners | 759,862 | 1,970,625 |
| * | Prudential Retirement Insurance and Annuity Company | Pru Long Corporate Bond | 26,525,626 | 27,568,233 |
| * | Prudential Retirement Insurance and Annuity Company | Inc. Research & Mgmt LD Bond | 25,176,326 | 27,071,351 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Value - Wellington Mgmt | 1,092,770 | 2,072,004 |

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Wellington | 2,582,493 | 3,482,863 |
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Thornbrg | 2,679,022 | 3,373,560 |
| | Total | | $ 76,161,266 | $ 93,968,979 |

* Indicates an identified person known to be a party-in-interest to the Plan.

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(j)**
**Schedule of Reportable Transactions**
**Year Ended December 31, 2013**

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| **Identity of party involved** | **Description of asset** | **Purchase price** | **Selling price** | **Cost of asset** | **Current value of asset on transaction date** | **Net gain** |
| Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $5,164,229 | - | $5,164,229 | $5,164,229 | - |
| | | - | $5,721,008 | $5,721,008 | $5,721,008 | - |
| Prudential Retirement Insurance and Annuity Company | Long Duration Bond/ IR&M Fund | $4,625,000 | - | $4,625,000 | $4,625,000 | - |

# FUJIFILM GROUP PENSION PLAN

## FINANCIAL STATEMENTS

## YEARS ENDED DECEMBER 31, 2013 AND 2012

**FUJIFILM Group Pension Plan**

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**Years Ended December 31, 2013 and 2012**


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# Independent Auditor's Report

To the Board of Trustees
FUJIFILM Group Pension Plan

## Report on the Financial Statements

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

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

## Basis for Disclaimer of Opinion

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

## Disclaimer of Opinion

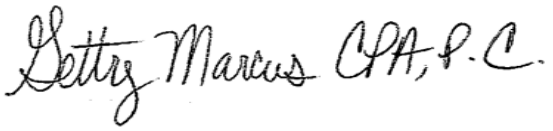
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedules appearing on pages 15 to 17, as of and for the year ended December 31, 2013 are required by the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis, and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on these supplemental schedules.

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

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



Gettry Marcus CPA, P.C.
Woodbury, New York
October 1, 2014

**FUJIFILM Group Pension Plan**
**Statements of Net Assets Available for Benefits**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Assets** | | |
| **Investments, at fair value** | | |
| Pooled separate accounts | $ 90,091,703 | $ 86,632,587 |
| Guaranteed deposit account | 3,877,276 | 4,330,315 |
| **Total investments, at fair value** | 93,968,979 | 90,962,902 |
| **Contributions receivable - employer** | 750,000 | 875,000 |
| **Net assets reflecting investments at fair value** | 94,718,979 | 91,837,902 |
| **Adjustment from fair value to contract value for fully benefit-responsive investment contracts** | (204,567) | (323,776) |
| **Net assets available for benefits** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

**FUJIFILM Group Pension Plan**
**Statements of Changes in Net Assets Available for Benefits**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Additions:** | | |
| **Additions to net assets attributed to:** | | |
| **Investment income** | | |
| Net appreciation in fair value of investments | $ 7,484,115 | $ 10,718,689 |
| Interest and dividends | 190,513 | 214,159 |
| | 7,674,628 | 10,932,848 |
| Less: investment fees | 107,287 | 134,256 |
| **Net investment income** | 7,567,341 | 10,798,592 |
| **Contributions - employer** | 1,032,437 | 1,732,581 |
| **Total additions** | 8,599,778 | 12,531,173 |
| **Deductions:** | | |
| **Deductions from net assets attributed to:** | | |
| Benefits paid to participants | 5,494,661 | 5,135,622 |
| Administrative expenses | 104,831 | 124,215 |
| **Total deductions** | 5,599,492 | 5,259,837 |
| **Net increase** | 3,000,286 | 7,271,336 |
| **Net assets avaliable for benefits** | | |
| **Beginning of year** | 91,514,126 | 84,242,790 |
| **End of year** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

## Note 1 – Description of Plan

The following description of the FUJIFILM Group Pension Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

*General*
The Plan is a defined benefit pension plan under which substantially all salaried employees of Fujifilm Imaging Colorants Inc. (the "Company" or "Employer"), who meet certain service requirements, are eligible to participate. The Plan was frozen as of December 31, 2006 in that no individual hired (or, except as otherwise provided within the plan document, rehired) after December 31, 2006 shall be eligible to participate in the Plan. Effective December 31, 2007, the Plan was amended to transfer all of the plan net assets of the PrimeSource Corporation Pension Plan and the FUJIFILM Hunt Chemicals U.S.A., Inc. Defined Benefit Plan and include substantially all salaried employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan was amended to freeze the accrual of benefits as of December 31, 2007 for the employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Trustees is responsible for oversight of the Plan. Management of the Company determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

*Pension Benefits*
Participants are entitled to pension benefits upon attaining the normal retirement age (65) or the fifth anniversary of the date participation in the Plan commenced. The benefits for the Company's participants are as follows:

Benefit Schedule A: For all eligible employees who elected this schedule as of May 1, 1998, the benefit equals the greater of

(i) 1.2% of average compensation times years of service.
(ii) 1.6% times years of service, but not more than 50%, times average compensation minus 1.6% times years of service, but not more than 50%, times social security benefits. This benefit is not applicable to bargaining groups.

Benefit Schedule B: For all eligible employees who elected this schedule as of May 1, 1998, and for all eligible employees hired on or after March 1, 1998, the benefit equals the sum of (i) and (ii):

(i) The benefit determined under Benefit Schedule A based on average compensation and years of service as of April 30, 1998.
(ii) The accumulation for each plan year of the sum of 1.2% of compensation up to the breakpoint plus 1.6% of compensation in excess of the breakpoint, as defined in the Plan.

Early Retirement Eligibility
Participants who retire from active employment and who have completed at least five years of vesting and have attained age 50 and whose age plus years of vesting equals 70 or more are eligible for early retirement.

Benefits are reduced by appropriate early retirement tables. For Benefit Schedule A there is a separate schedule for benefit part (i) or benefit part (ii). In general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 55.

**Note 1 – Description of Plan (continued)**

For Benefit Schedule B, in general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 58.

Vesting participants who separate from service prior to age 50 or prior to meeting Rule of 70. Benefits are available when age plus vesting service equals 70 or more, but not earlier than age 50.

Benefits are actuarially reduced from age 65 according to the schedule provided in the Plan document.

The Plan agreement contains additional provisions for participants who were also participants of the plans that were merged into this Plan.

*Death Benefits*
If a participant dies after earning a non-forfeitable right to accrued benefits but prior to the election of retirement benefits, the participant's current spouse shall receive an amount equal to the annuity payable during the joint lives of the participant and his spouse. If a participant dies after the election of retirement benefits, his beneficiary shall be entitled to any amount which may be payable under the form of benefit that the participant elected.

**Note 2 – Summary of Significant Accounting Policies**

*Basis of Accounting*
The Plan's financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-benefit plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-benefit plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

*Use of Estimates*
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

*Administrative Expenses*
The Plan's expenses are paid either by the Plan or the Company as provided by the plan document. Certain administrative expenses of the Plan that are paid by the plan are recorded as deductions in the accompanying Statements of Changes in Net Assets Available for Benefits. Investment related expenses are included in net appreciation in fair value of investments.

**Note 2 – Summary of Significant Accounting Policies (continued)**

*Investment Valuation and Income Recognition*
The Plan's investments are reported at fair value except for its benefit-responsive investment contract, which is valued at contract value (Note 7) as reported to the Plan by Prudential Retirement Insurance and Annuity Company ("Prudential"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management of the Company determines the Plan's valuation policies utilizing information provided by the Plan's investment advisers, trustee and insurance company. See Note 6 for discussion of fair value measurements.

Purchases and sales of investments 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.

*Actuarial Present Value of Accumulated Plan Benefits*
Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the average of the employees' highest compensation for five consecutive years during their last ten years of service.

The accumulated plan benefits for active employees are based on the average of the employees' highest compensation for five consecutive years during their last ten years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included, to the extent that they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits. The Plan's valuation date is the beginning of the year.

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

The significant actuarial assumptions used in the valuations as of January 1, 2014 and 2013, were (a) life expectancy of participants (the RP 2000), (b) retirement age assumptions with respect to the percentage of participants expected to retire range from 1.6% at age 55 to 100% at age 65, (c) investment return (assumed average rate of return compounded annually at 6.75%) and (d) salary scale (4.0%, compounded annually).

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

*Payment of Benefits*
Benefit payments are recorded when paid by the Plan.

*Subsequent Events*
The Plan has evaluated subsequent events for potential recognition or disclosure in the financial statements through October 1, 2014, the date the financial statements were available to be issued.

## Note 3 – Funding Policy

Contributions to the Plan by the Company are based on the Projected Unit Credit Actuarial cost method and meet the funding requirements of ERISA. Amounts related to prior service cost are being amortized in accordance with ERISA over periods consistent with Section 412 of the Internal Revenue Code. The Company contributed $1,032,437 and $1,732,581 for the years ended December 31, 2013 and 2012, respectively. The Plan met the minimum funding requirements of ERISA as of December 31, 2013 and 2012.

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions or to terminate the Plan subject to the provisions of ERISA.

## Note 4 – Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. Government Agency) up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All non-vested benefits.

Benefits to be provided via contracts under which Prudential is obligated to pay the benefits would be excluded for allocation purposes.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of the individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2013 that ceiling is $4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceiling is actuarially adjusted downward.

**Note 4 – Plan Termination (continued)**

Whether all participants receive their benefits should the Plan terminate at some further time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

**Note 5 – Investments**

Other than the fair value of the guaranteed deposit account and the related adjustment from fair value to contract value for fully benefit responsive investment contracts, certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation in the fair value of investments, interest and dividends for the years then ended, was obtained and derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the plan). The contract value of the guaranteed deposit account was certified by the trustee.

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

| Pooled Separate Accounts: | December 31, | |
|---|---|---|
| | 2013 | 2012 |
| Large Cap Growth – NeubergerBerman | | |
| 320,311 units | $ * | $ 4,571,877 |
| Large Cap Value – LSV Asset Management | | |
| 171,313 and 248,338 units, respectively | 4,928,449 | 5,044,072 |
| Large Cap Growth – MFS Fund | | |
| 248,703 units | 4,901,034 | * |
| Large Cap Growth – Columbia | | |
| 235,657 units | 4,838,963 | * |
| Large Cap Growth – Goldman Sachs | | |
| 311,512 units | * | 4,849,161 |
| Large Cap Value – Barrow Hanley | | |
| 216,716 and 288,961 units, respectively | 4,766,948 | 4,793,414 |
| Inc. Research and Mgmt LD Bond | | |
| 1,621,898 and 1,351,821 units, respectively | 27,071,351 | 24,600,523 |
| Pru Long Corporate Bond | | |
| 2,189,353 and 1,887,089 units, respectively | 27,568,233 | 25,145,564 |

* Investment was not over 5 percent threshold for specified year

For the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by $7,484,115 and $10,718,689, respectively, all of which were from pooled separate accounts.

## Note 6 – Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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 asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Pooled separate accounts:* Valued at fair value based on the current market values of the underlying assets of the fund.

*Guaranteed deposit account:* guaranteed deposit accounts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. (See note 3) Because the participants transact at contact value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Company's management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data.

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

**Note 6 – Fair Value Measurements (continued)**

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

| | Investments at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,739,997 | $ - | $ 9,739,997 |
| Large Cap Value | - | 9,695,397 | - | 9,695,397 |
| Mid Cap Growth | - | 1,970,625 | - | 1,970,625 |
| Mid Cap Value | - | 2,072,004 | - | 2,072,004 |
| Small Cap Growth | - | 2,573,852 | - | 2,573,852 |
| Small Cap Value | - | 2,543,821 | - | 2,543,821 |
| International Blend | - | 6,856,423 | - | 6,856,423 |
| Corporate Bond | - | 27,568,233 | - | 27,568,233 |
| Long Duration Bond | - | 27,071,351 | - | 27,071,351 |
| Total pooled separate accounts | - | 90,091,703 | - | 90,091,703 |
| Guaranteed deposit account | - | 3,877,276 | - | 3,877,276 |
| Total investments at fair value | $ - | $93,968,979 | $ - | $93,968,979 |

| | Investments at Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,421,038 | $ - | $ 9,421,038 |
| Large Cap Value | - | 9,837,486 | - | 9,837,486 |
| Mid Cap Growth | - | 2,188,647 | - | 2,188,647 |
| Mid Cap Value | - | 2,379,869 | - | 2,379,869 |
| Small Cap Growth | - | 2,678,461 | - | 2,678,461 |
| Small Cap Value | - | 2,853,876 | - | 2,853,876 |
| International Blend | - | 7,527,123 | - | 7,527,123 |
| Corporate Bond | - | 25,145,564 | - | 25,145,564 |
| Long Duration Bond | - | 24,600,523 | - | 24,600,523 |
| Total pooled separate accounts | - | 86,632,587 | - | 86,632,587 |
| Guaranteed deposit account | - | 4,330,315 | - | 4,330,315 |
| Total investments at fair value | $ - | $90,962,902 | $ - | $90,962,902 |

Unrealized gains/(losses) from the guaranteed deposit account are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

## Note 7 – Investment Contract with Insurance Company

The Plan entered into a benefit-responsive investment contract with Prudential which maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and certain administrative expenses. The guaranteed deposit account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed deposit account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed deposit account. The guaranteed deposit account is presented on the face of the Statement of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the guaranteed deposit account at December 31, 2013 and 2012 was $3,877,276 and $4,330,315 respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly or semiannual basis for resetting.

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

The guaranteed deposit account does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| Average yields: | 2013 | 2012 |
|---|---|---|
| Based on actual earnings | 2.49% | 1.96% |
| Based on interest rate credited to participants | 3.10% | 3.41% |

## Note 8 – Accumulated Plan Benefits

The accumulated plan benefits of the Plan as of December 31, 2013 and 2012 are as follows:

Actuarial present value of accumulated plan benefits:

| | 2013 | 2012 |
|---|---|---|
| Vested benefits: | | |
| Participants receiving benefits | $ 49,564,678 | $ 47,471,935 |
| Participants with deferred benefits | 16,391,404 | 16,812,049 |
| Active participants | 12,479,784 | 14,170,661 |
| | 78,435,866 | 78,454,645 |
| Present value of non-vested benefits | 667,349 | 705,379 |
| Total present value of accumulated plan benefits | $ 79,103,215 | $ 79,160,024 |

The changes in accumulated plan benefits for the years ended December 31, 2013 and 2012 are as follows:

| | 2013 | 2012 |
|---|---|---|
| Present value of accumulated plan benefits at January 1 | $ 79,160,024 | $ 79,132,963 |
| Increase (decrease) during the year attributable to: | | |
| Benefits accumulated and actuarial (gain)/loss | 295,449 | (8,295) |
| Benefits paid | (5,494,661) | (5,135,622) |
| Interest | 5,142,403 | 5,170,978 |
| Net increase (decrease) | (56,809) | 27,061 |
| Present value of accumulated plan benefits at December 31 | $ 79,103,215 | $ 79,160,024 |

## Note 9 – Tax Status

The Plan obtained its latest determination letter on August 27, 2012, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC").

Accounting principles generally accepted in the United States of America require 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, no uncertain positions are taken or are 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 tax examinations for years prior to 2010.

## Note 10 – Related Party Transactions

The investments owned by the Plan are managed by Prudential, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid by revenue sharing, rather than direct payment. As described in Note 2, the Plan made direct payments to the third party administrator of $41,055 and $40,242 for the years ended December 31, 2013 and 2012, respectively; which was not covered by revenue sharing.

## Note 11 – Risks and Uncertainties

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

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

**Supplementary Information**

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $ 3,672,709 | $ 3,877,276 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - MFS Fund | 2,722,492 | 4,901,034 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - LSV Asset Management | 2,735,709 | 4,928,449 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - Barrow Hanley | 3,004,377 | 4,766,948 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - Columbia | 2,676,221 | 4,838,963 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Value - Ceredex | 1,077,343 | 2,543,821 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Growth - RBC | 1,456,316 | 2,573,852 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Growth - Artisan Partners | 759,862 | 1,970,625 |
| * | Prudential Retirement Insurance and Annuity Company | Pru Long Corporate Bond | 26,525,626 | 27,568,233 |
| * | Prudential Retirement Insurance and Annuity Company | Inc. Research & Mgmt LD Bond | 25,176,326 | 27,071,351 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Value - Wellington Mgmt | 1,092,770 | 2,072,004 |

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Wellington | 2,582,493 | 3,482,863 |
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Thornbrg | 2,679,022 | 3,373,560 |
| | Total | | $ 76,161,266 | $ 93,968,979 |

* Indicates an identified person known to be a party-in-interest to the Plan.

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(j)**
**Schedule of Reportable Transactions**
**Year Ended December 31, 2013**

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| **Identity of party involved** | **Description of asset** | **Purchase price** | **Selling price** | **Cost of asset** | **Current value of asset on transaction date** | **Net gain** |
| Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $5,164,229 | - | $5,164,229 | $5,164,229 | - |
| | | - | $5,721,008 | $5,721,008 | $5,721,008 | - |
| Prudential Retirement Insurance and Annuity Company | Long Duration Bond/ IR&M Fund | $4,625,000 | - | $4,625,000 | $4,625,000 | - |

# FUJIFILM GROUP PENSION PLAN

## FINANCIAL STATEMENTS

## YEARS ENDED DECEMBER 31, 2013 AND 2012

**FUJIFILM Group Pension Plan**

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**Years Ended December 31, 2013 and 2012**


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# Independent Auditor's Report

To the Board of Trustees
FUJIFILM Group Pension Plan

## Report on the Financial Statements

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

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

## Basis for Disclaimer of Opinion

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

## Disclaimer of Opinion

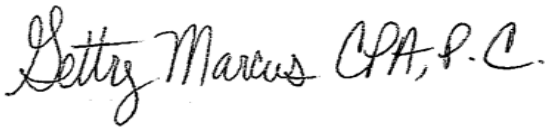
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedules appearing on pages 15 to 17, as of and for the year ended December 31, 2013 are required by the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis, and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on these supplemental schedules.

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

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



Gettry Marcus CPA, P.C.
Woodbury, New York
October 1, 2014

**FUJIFILM Group Pension Plan**
**Statements of Net Assets Available for Benefits**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Assets** | | |
| **Investments, at fair value** | | |
| Pooled separate accounts | $ 90,091,703 | $ 86,632,587 |
| Guaranteed deposit account | 3,877,276 | 4,330,315 |
| **Total investments, at fair value** | 93,968,979 | 90,962,902 |
| **Contributions receivable - employer** | 750,000 | 875,000 |
| **Net assets reflecting investments at fair value** | 94,718,979 | 91,837,902 |
| **Adjustment from fair value to contract value for fully benefit-responsive investment contracts** | (204,567) | (323,776) |
| **Net assets available for benefits** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

**FUJIFILM Group Pension Plan**
**Statements of Changes in Net Assets Available for Benefits**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **Additions:** | | |
| **Additions to net assets attributed to:** | | |
| **Investment income** | | |
| Net appreciation in fair value of investments | $ 7,484,115 | $ 10,718,689 |
| Interest and dividends | 190,513 | 214,159 |
| | 7,674,628 | 10,932,848 |
| Less: investment fees | 107,287 | 134,256 |
| **Net investment income** | 7,567,341 | 10,798,592 |
| **Contributions - employer** | 1,032,437 | 1,732,581 |
| **Total additions** | 8,599,778 | 12,531,173 |
| **Deductions:** | | |
| **Deductions from net assets attributed to:** | | |
| Benefits paid to participants | 5,494,661 | 5,135,622 |
| Administrative expenses | 104,831 | 124,215 |
| **Total deductions** | 5,599,492 | 5,259,837 |
| **Net increase** | 3,000,286 | 7,271,336 |
| **Net assets avaliable for benefits** | | |
| **Beginning of year** | 91,514,126 | 84,242,790 |
| **End of year** | $ 94,514,412 | $ 91,514,126 |

See notes to financial statements.

## Note 1 – Description of Plan

The following description of the FUJIFILM Group Pension Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

*General*
The Plan is a defined benefit pension plan under which substantially all salaried employees of Fujifilm Imaging Colorants Inc. (the "Company" or "Employer"), who meet certain service requirements, are eligible to participate. The Plan was frozen as of December 31, 2006 in that no individual hired (or, except as otherwise provided within the plan document, rehired) after December 31, 2006 shall be eligible to participate in the Plan. Effective December 31, 2007, the Plan was amended to transfer all of the plan net assets of the PrimeSource Corporation Pension Plan and the FUJIFILM Hunt Chemicals U.S.A., Inc. Defined Benefit Plan and include substantially all salaried employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan was amended to freeze the accrual of benefits as of December 31, 2007 for the employees of PrimeSource Corporation and FUJIFILM Hunt Chemicals U.S.A., Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Trustees is responsible for oversight of the Plan. Management of the Company determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan's Board of Trustees.

*Pension Benefits*
Participants are entitled to pension benefits upon attaining the normal retirement age (65) or the fifth anniversary of the date participation in the Plan commenced. The benefits for the Company's participants are as follows:

Benefit Schedule A: For all eligible employees who elected this schedule as of May 1, 1998, the benefit equals the greater of

(i) 1.2% of average compensation times years of service.
(ii) 1.6% times years of service, but not more than 50%, times average compensation minus 1.6% times years of service, but not more than 50%, times social security benefits. This benefit is not applicable to bargaining groups.

Benefit Schedule B: For all eligible employees who elected this schedule as of May 1, 1998, and for all eligible employees hired on or after March 1, 1998, the benefit equals the sum of (i) and (ii):

(i) The benefit determined under Benefit Schedule A based on average compensation and years of service as of April 30, 1998.
(ii) The accumulation for each plan year of the sum of 1.2% of compensation up to the breakpoint plus 1.6% of compensation in excess of the breakpoint, as defined in the Plan.

Early Retirement Eligibility
Participants who retire from active employment and who have completed at least five years of vesting and have attained age 50 and whose age plus years of vesting equals 70 or more are eligible for early retirement.

Benefits are reduced by appropriate early retirement tables. For Benefit Schedule A there is a separate schedule for benefit part (i) or benefit part (ii). In general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 55.

**Note 1 – Description of Plan (continued)**

For Benefit Schedule B, in general:

Benefits are unreduced for age 62 with 10 years of service.
Benefits are unreduced for Rule of 80 if at least age 58.

Vesting participants who separate from service prior to age 50 or prior to meeting Rule of 70. Benefits are available when age plus vesting service equals 70 or more, but not earlier than age 50.

Benefits are actuarially reduced from age 65 according to the schedule provided in the Plan document.

The Plan agreement contains additional provisions for participants who were also participants of the plans that were merged into this Plan.

*Death Benefits*
If a participant dies after earning a non-forfeitable right to accrued benefits but prior to the election of retirement benefits, the participant's current spouse shall receive an amount equal to the annuity payable during the joint lives of the participant and his spouse. If a participant dies after the election of retirement benefits, his beneficiary shall be entitled to any amount which may be payable under the form of benefit that the participant elected.

**Note 2 – Summary of Significant Accounting Policies**

*Basis of Accounting*
The Plan's financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined-benefit plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-benefit plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

*Use of Estimates*
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

*Administrative Expenses*
The Plan's expenses are paid either by the Plan or the Company as provided by the plan document. Certain administrative expenses of the Plan that are paid by the plan are recorded as deductions in the accompanying Statements of Changes in Net Assets Available for Benefits. Investment related expenses are included in net appreciation in fair value of investments.

**Note 2 – Summary of Significant Accounting Policies (continued)**

*Investment Valuation and Income Recognition*
The Plan's investments are reported at fair value except for its benefit-responsive investment contract, which is valued at contract value (Note 7) as reported to the Plan by Prudential Retirement Insurance and Annuity Company ("Prudential"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Management of the Company determines the Plan's valuation policies utilizing information provided by the Plan's investment advisers, trustee and insurance company. See Note 6 for discussion of fair value measurements.

Purchases and sales of investments 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.

*Actuarial Present Value of Accumulated Plan Benefits*
Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the average of the employees' highest compensation for five consecutive years during their last ten years of service.

The accumulated plan benefits for active employees are based on the average of the employees' highest compensation for five consecutive years during their last ten years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included, to the extent that they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits. The Plan's valuation date is the beginning of the year.

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

The significant actuarial assumptions used in the valuations as of January 1, 2014 and 2013, were (a) life expectancy of participants (the RP 2000), (b) retirement age assumptions with respect to the percentage of participants expected to retire range from 1.6% at age 55 to 100% at age 65, (c) investment return (assumed average rate of return compounded annually at 6.75%) and (d) salary scale (4.0%, compounded annually).

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

*Payment of Benefits*
Benefit payments are recorded when paid by the Plan.

*Subsequent Events*
The Plan has evaluated subsequent events for potential recognition or disclosure in the financial statements through October 1, 2014, the date the financial statements were available to be issued.

## Note 3 – Funding Policy

Contributions to the Plan by the Company are based on the Projected Unit Credit Actuarial cost method and meet the funding requirements of ERISA. Amounts related to prior service cost are being amortized in accordance with ERISA over periods consistent with Section 412 of the Internal Revenue Code. The Company contributed $1,032,437 and $1,732,581 for the years ended December 31, 2013 and 2012, respectively. The Plan met the minimum funding requirements of ERISA as of December 31, 2013 and 2012.

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions or to terminate the Plan subject to the provisions of ERISA.

## Note 4 – Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. Government Agency) up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All non-vested benefits.

Benefits to be provided via contracts under which Prudential is obligated to pay the benefits would be excluded for allocation purposes.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations.

Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of the individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2013 that ceiling is $4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceiling is actuarially adjusted downward.

**Note 4 – Plan Termination (continued)**

Whether all participants receive their benefits should the Plan terminate at some further time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

**Note 5 – Investments**

Other than the fair value of the guaranteed deposit account and the related adjustment from fair value to contract value for fully benefit responsive investment contracts, certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2013 and 2012, and net appreciation in the fair value of investments, interest and dividends for the years then ended, was obtained and derived from information supplied to the plan administrator and certified as complete and accurate by Prudential (the trustee of the plan). The contract value of the guaranteed deposit account was certified by the trustee.

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

| Pooled Separate Accounts: | December 31, | |
|---|---|---|
| | 2013 | 2012 |
| Large Cap Growth – NeubergerBerman | | |
| 320,311 units | $ * | $ 4,571,877 |
| Large Cap Value – LSV Asset Management | | |
| 171,313 and 248,338 units, respectively | 4,928,449 | 5,044,072 |
| Large Cap Growth – MFS Fund | | |
| 248,703 units | 4,901,034 | * |
| Large Cap Growth – Columbia | | |
| 235,657 units | 4,838,963 | * |
| Large Cap Growth – Goldman Sachs | | |
| 311,512 units | * | 4,849,161 |
| Large Cap Value – Barrow Hanley | | |
| 216,716 and 288,961 units, respectively | 4,766,948 | 4,793,414 |
| Inc. Research and Mgmt LD Bond | | |
| 1,621,898 and 1,351,821 units, respectively | 27,071,351 | 24,600,523 |
| Pru Long Corporate Bond | | |
| 2,189,353 and 1,887,089 units, respectively | 27,568,233 | 25,145,564 |

* Investment was not over 5 percent threshold for specified year

For the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by $7,484,115 and $10,718,689, respectively, all of which were from pooled separate accounts.

## Note 6 – Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- 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 asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

*Pooled separate accounts:* Valued at fair value based on the current market values of the underlying assets of the fund.

*Guaranteed deposit account:* guaranteed deposit accounts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. (See note 3) Because the participants transact at contact value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Company's management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data.

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

**Note 6 – Fair Value Measurements (continued)**

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

| | Investments at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,739,997 | $ - | $ 9,739,997 |
| Large Cap Value | - | 9,695,397 | - | 9,695,397 |
| Mid Cap Growth | - | 1,970,625 | - | 1,970,625 |
| Mid Cap Value | - | 2,072,004 | - | 2,072,004 |
| Small Cap Growth | - | 2,573,852 | - | 2,573,852 |
| Small Cap Value | - | 2,543,821 | - | 2,543,821 |
| International Blend | - | 6,856,423 | - | 6,856,423 |
| Corporate Bond | - | 27,568,233 | - | 27,568,233 |
| Long Duration Bond | - | 27,071,351 | - | 27,071,351 |
| Total pooled separate accounts | - | 90,091,703 | - | 90,091,703 |
| Guaranteed deposit account | - | 3,877,276 | - | 3,877,276 |
| Total investments at fair value | $ - | $93,968,979 | $ - | $93,968,979 |

| | Investments at Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled separate accounts: | | | | |
| Large Cap Growth | $ - | $ 9,421,038 | $ - | $ 9,421,038 |
| Large Cap Value | - | 9,837,486 | - | 9,837,486 |
| Mid Cap Growth | - | 2,188,647 | - | 2,188,647 |
| Mid Cap Value | - | 2,379,869 | - | 2,379,869 |
| Small Cap Growth | - | 2,678,461 | - | 2,678,461 |
| Small Cap Value | - | 2,853,876 | - | 2,853,876 |
| International Blend | - | 7,527,123 | - | 7,527,123 |
| Corporate Bond | - | 25,145,564 | - | 25,145,564 |
| Long Duration Bond | - | 24,600,523 | - | 24,600,523 |
| Total pooled separate accounts | - | 86,632,587 | - | 86,632,587 |
| Guaranteed deposit account | - | 4,330,315 | - | 4,330,315 |
| Total investments at fair value | $ - | $90,962,902 | $ - | $90,962,902 |

Unrealized gains/(losses) from the guaranteed deposit account are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

## Note 7 – Investment Contract with Insurance Company

The Plan entered into a benefit-responsive investment contract with Prudential which maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and certain administrative expenses. The guaranteed deposit account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed deposit account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed deposit account. The guaranteed deposit account is presented on the face of the Statement of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the guaranteed deposit account at December 31, 2013 and 2012 was $3,877,276 and $4,330,315 respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly or semiannual basis for resetting.

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

The guaranteed deposit account does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| Average yields: | 2013 | 2012 |
|---|---|---|
| Based on actual earnings | 2.49% | 1.96% |
| Based on interest rate credited to participants | 3.10% | 3.41% |

## Note 8 – Accumulated Plan Benefits

The accumulated plan benefits of the Plan as of December 31, 2013 and 2012 are as follows:

Actuarial present value of accumulated plan benefits:

| | 2013 | 2012 |
|---|---|---|
| Vested benefits: | | |
| Participants receiving benefits | $ 49,564,678 | $ 47,471,935 |
| Participants with deferred benefits | 16,391,404 | 16,812,049 |
| Active participants | 12,479,784 | 14,170,661 |
| | 78,435,866 | 78,454,645 |
| Present value of non-vested benefits | 667,349 | 705,379 |
| Total present value of accumulated plan benefits | $ 79,103,215 | $ 79,160,024 |

The changes in accumulated plan benefits for the years ended December 31, 2013 and 2012 are as follows:

| | 2013 | 2012 |
|---|---|---|
| Present value of accumulated plan benefits at January 1 | $ 79,160,024 | $ 79,132,963 |
| Increase (decrease) during the year attributable to: | | |
| Benefits accumulated and actuarial (gain)/loss | 295,449 | (8,295) |
| Benefits paid | (5,494,661) | (5,135,622) |
| Interest | 5,142,403 | 5,170,978 |
| Net increase (decrease) | (56,809) | 27,061 |
| Present value of accumulated plan benefits at December 31 | $ 79,103,215 | $ 79,160,024 |

## Note 9 – Tax Status

The Plan obtained its latest determination letter on August 27, 2012, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC").

Accounting principles generally accepted in the United States of America require 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, no uncertain positions are taken or are 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 tax examinations for years prior to 2010.

## Note 10 – Related Party Transactions

The investments owned by the Plan are managed by Prudential, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid by revenue sharing, rather than direct payment. As described in Note 2, the Plan made direct payments to the third party administrator of $41,055 and $40,242 for the years ended December 31, 2013 and 2012, respectively; which was not covered by revenue sharing.

## Note 11 – Risks and Uncertainties

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

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

**Supplementary Information**

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $ 3,672,709 | $ 3,877,276 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - MFS Fund | 2,722,492 | 4,901,034 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - LSV Asset Management | 2,735,709 | 4,928,449 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Value - Barrow Hanley | 3,004,377 | 4,766,948 |
| * | Prudential Retirement Insurance and Annuity Company | Large Cap Growth - Columbia | 2,676,221 | 4,838,963 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Value - Ceredex | 1,077,343 | 2,543,821 |
| * | Prudential Retirement Insurance and Annuity Company | Small Cap Growth - RBC | 1,456,316 | 2,573,852 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Growth - Artisan Partners | 759,862 | 1,970,625 |
| * | Prudential Retirement Insurance and Annuity Company | Pru Long Corporate Bond | 26,525,626 | 27,568,233 |
| * | Prudential Retirement Insurance and Annuity Company | Inc. Research & Mgmt LD Bond | 25,176,326 | 27,071,351 |
| * | Prudential Retirement Insurance and Annuity Company | Mid Cap Value - Wellington Mgmt | 1,092,770 | 2,072,004 |

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(i)**
**Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest collateral, par or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Wellington | 2,582,493 | 3,482,863 |
| * | Prudential Retirement Insurance and Annuity Company | International Blend - Thornbrg | 2,679,022 | 3,373,560 |
| | Total | | $ 76,161,266 | $ 93,968,979 |

* Indicates an identified person known to be a party-in-interest to the Plan.

**FUJIFILM Group Pension Plan**
**Plan: 001 EIN: 11-3757475**
**Form 5500, Schedule H, Part IV, Line 4(j)**
**Schedule of Reportable Transactions**
**Year Ended December 31, 2013**

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| **Identity of party involved** | **Description of asset** | **Purchase price** | **Selling price** | **Cost of asset** | **Current value of asset on transaction date** | **Net gain** |
| Prudential Retirement Insurance and Annuity Company | Guaranteed Deposit Account | $5,164,229 | - | $5,164,229 | $5,164,229 | - |
| | | - | $5,721,008 | $5,721,008 | $5,721,008 | - |
| Prudential Retirement Insurance and Annuity Company | Long Duration Bond/ IR&M Fund | $4,625,000 | - | $4,625,000 | $4,625,000 | - |