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
GRACO FISHING AND RENTAL TOOLS 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1998

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

GRACO FISHING AND RENTAL TOOLS

5300 TOWN AND COUNTRY STE 220
FRISCO, TX 75034

2b Employer Identification Number (EIN)
75-1624756

2c Sponsor's telephone number
214-618-3930

2d Business code (see instructions)
333510

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	GRACO FISHING AND RENTAL TOOLS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	406
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**	230
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	139
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	369
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	369
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	290
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [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
GRACO FISHING AND RENTAL TOOLS 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GRACO FISHING AND RENTAL TOOLS

D Employer Identification Number (EIN)
75-1624756

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

JOHN HANCOCK LIFE INSURANCE CO

(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
01-0233346	65838	103163	290	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
25442	6048

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

D.A. DAVIDSON CO

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
25442	0		3

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

SEBS NY DIVISION

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	5669	TPA FEES	5

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

NATIONAL BENEFIT SERVICES

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
0	379	TPA FEES	5

(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	6912882

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 ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
GRACO FISHING AND RENTAL TOOLS 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GRACO FISHING AND RENTAL TOOLS

D Employer Identification Number (EIN)
75-1624756

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

JOHN HANCOCK LIFE INSURANCE CO

01-0233346

(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)

(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 ☐

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
GRACO FISHING AND RENTAL TOOLS 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GRACO FISHING AND RENTAL TOOLS

D Employer Identification Number (EIN)
75-1624756

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: JH RET TO 2050 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	295371

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2045 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	792305

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2040 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	738278

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2035 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	390592

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2030 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	101294967

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2025 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	1172455

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2020 MANAGED PORT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	382591

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2015 MANAGED PORT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 650717
a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2010 MANAGED PORT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 172016
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS AGG ACTIVE STATEGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12284
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS GROW ACTIVE STRATEGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 289269
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS BAL ACTIVE STRATEGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 179329
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS MOD ACTIVE STRATEGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51018
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS CON ACTIVE STRATEGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30918
a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3905
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1351
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL CAP GROW INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4787

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34406

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10850

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3693

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 466

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42056

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10947

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6477

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22724

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18652

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU JENNISON MID GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6918

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN MIDCAP VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17943

a Name of MTIA, CCT, PSA, or 103-12 IE: PARNASSUS EQUITY INCOME

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66342

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7938

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2761

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62489

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL RETURN BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 114326

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 113205

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SHORT TERM BOND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 123354

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67202

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
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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
GRACO FISHING AND RENTAL TOOLS 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GRACO FISHING AND RENTAL TOOLS

D Employer Identification Number (EIN)
75-1624756

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	21168	59739
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	12016	15244
(2) Participant contributions	1b(2)	29936	38948
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	326516	401545
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)	5159296	6912885
(11) Value of interest in master trust investment accounts	1c(11)	0	
(12) Value of interest in 103-12 investment entities	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	5548932	7428361
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5548932	7428361

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)	381841	
(B) Participants	2a(1)(B)	1002255	
(C) Others (including rollovers)	2a(1)(C)	432852	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1816948
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)	14650	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14650
(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)		707093
(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)		0
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2538691
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	636023	
(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)		636023
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)	23239	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		23239
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		659262
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1879429
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: TANNER LLC **(2)** EIN: 20-2253063

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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
GRACO FISHING AND RENTAL TOOLS 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GRACO FISHING AND RENTAL TOOLS

D Employer Identification Number (EIN)
75-1624756

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): 01-0233346

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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BUSINESS ADVISORS AND
CERTIFIED PUBLIC ACCOUNTANTS

CRITICAL KNOWLEDGE
PROACTIVE INSIGHT

Graco Fishing & Rental Tools Employee Savings Plan

Financial Statements and Supplemental Schedule

As of December 31, 2013 and 2012 and
For the Year Ended December 31, 2013

Together with Independent Auditors' Report

Member of
PKF
North America

Tanner LLC
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Salt Lake City, Utah 84111-1400
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TANNER
BUSINESS ADVISORS AND
CERTIFIED PUBLIC ACCOUNTANTS

Member of
PKF
North America

INDEPENDENT AUDITORS' REPORT

To the Plan Administrators
Graco Fishing & Rental Tools Employee Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Graco Fishing & Rental Tools Employee Savings Plan (the Plan), which comprise the statements of assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in assets available for benefits for the year ended December 31, 2013, and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrators instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by John Hancock Life Insurance Company (U.S.A.), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrators that the custodian holds the Plan's investment assets and notes receivable from participants and execute transactions related to the Plan's investment assets and notes receivable from participants. The plan administrators have obtained certifications from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrators 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 the financial statements referred to in the first paragraph.

Supplemental Schedule
We were engaged for the purpose of auditing the financial statements as a whole. The supplemental schedule of assets (held at end of year) is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tanner LLC

October 13, 2014

GRACO FISHING & RENTAL TOOLS EMPLOYEE SAVINGS PLAN
Statements of Assets Available for Benefits

As of December 31,

	2013	2012
Assets		
Investments, at fair value:		
Pooled separate accounts	$ 6,912,885	$ 5,159,296
Receivables:		
Participant contributions	38,948	29,936
Employer contributions	15,244	12,016
Notes receivable from participants	401,545	326,516
Total receivables	455,737	368,468
Non-interest bearing cash	59,739	21,168
Total assets available for benefits	$ 7,428,361	$ 5,548,932

See accompanying notes to financial statements.

GRACO FISHING & RENTAL TOOLS EMPLOYEE SAVINGS PLAN
Statement of Changes in Assets Available for Benefits

For the Year Ended December 31, 2013

Additions to assets attributed to:	
Net appreciation in fair value of investments	$ 731,820
Interest income on notes receivable from participants	14,650
Contributions:	
Participants	1,002,255
Employer	381,841
Rollover	432,852
Total contributions	1,816,948
Total additions	2,563,418
Deductions from assets attributed to:	
Benefits paid to participants	(636,023)
Administrative expenses	(47,966)
Total deductions	(683,989)
Net increase in assets available for benefits	1,879,429
Assets available for benefits:	
Beginning of the year	5,548,932
End of the year	$ 7,428,361

See accompanying notes to financial statements.

1. Description of the Plan

The following description of the Graco Fishing & Rental Tools Employee Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which covers employees who have completed at least three months of service and are age 21 or older. The Plan became effective January 1, 1998, was most recently amended effective January 1, 2012, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Contributions are made to the Plan by both employees and Graco Fishing & Rental Tools, Inc. (the Employer or Plan Sponsor). Participating employees may contribute up to 100% of their annual eligible compensation not to exceed the dollar limit set by the Internal Revenue Code (IRC). Eligible compensation is defined as wages, tips, and other compensation as reported in the employee's Form W-2, less bonuses and the value of personal use of Employer vehicles. Participants may also make contributions by rollover of distributions from other qualified retirement plans. Participants who attained age 50 or older before the end of the Plan year were eligible to make catch-up contributions of $5,500 for 2013. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Employer contributes to the Plan an amount equal to $0.50 for each dollar of employee contribution that does not exceed six percent of eligible compensation. The Employer may also make discretionary profit sharing contributions into the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, and an allocation of the Plan's actual earnings or losses and administrative expenses specifically identified with the participant's investment account. The benefits to which a participant is entitled is the participant's vested account balance.

1. Description of the Plan
Continued

Forfeitures
Forfeitures of non-vested participant account balances may be used to pay administrative expenses of the Plan and to reduce future Employer contributions to the Plan. Forfeitures used to pay administrative expenses during the year ended December 31, 2013 totaled $24,727. Amounts forfeited for the year ended December 31, 2013 were $63,298. As of December 31, 2013 and 2012, the balance of the forfeiture account was $59,739 and $21,168 respectively.

Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in Employer contributions plus the earnings thereon is based on years of service. Participants vest in Employer contributions as follows:

Years of Service	Vested Interest
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Payment of Benefits
Upon a participant's death, permanent disability, retirement, or separation of service, a participant or his/her beneficiaries may receive (1) a lump-sum amount equal to the vested benefits in his/her account, (2) annual installments over the expected life of the participant or the participant's surviving spouse or other beneficiaries, or (3) any combination of (1) and (2). Under certain circumstances, including financial hardship, participants may withdraw their contributions prior to the occurrence of these events. The plan administrators make determinations related to hardship withdrawals.

Notes Receivable From Participants
Participants may borrow from their Plan accounts up to an amount equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a fixed rate set at 1% above the prime interest rate (4.25% as of December 31, 2013) as of the origination date. Participants are limited to one outstanding loan at a time. Maturities on notes receivable from participants range from 2014 to 2023.

1. Description of the Plan ***Continued***

Notes Receivable From Participants - Continued

Notes receivable from participants are recorded at their unpaid principal balance plus any accrued but unpaid interest, and are secured by the participants' vested account balances. Interest income is recognized over the terms of the notes at the rate specified in the loan documents. Fees related to notes receivable from participants are recorded as administrative expenses when they are incurred and reduce the accounts of the applicable participants. If a participant defaults, the carrying amount of the note receivable from the participant is eliminated and a benefit payment is recorded at the time the participant is deemed to receive a distribution.

Administrative Expenses

Loan processing fees and fees associated with additional participant services are paid from the accounts of the participants benefiting from the services. Certain other administrative expenses may be paid by the Plan Sponsor.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The fair value of participation units in pooled separate accounts is based on their quoted redemption value on the last day of the Plan year. Net appreciation in the fair value of investments includes realized and unrealized gains or losses on investments, and is recognized in income currently. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Dividends and interest are reinvested as earned.

2. Summary of Significant Accounting Policies
Continued

Risks and Uncertainties
In general, securities held by the Plan are exposed to various risks, such as interest rate, credit, liquidity, overall market volatility and changes in economic conditions. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Payments of Benefits
Benefits are recorded when paid by the Plan.

Subsequent Events
The Plan's management has evaluated events occurring subsequent to December 31, 2013 through the date of the independent auditors' report, which is the date the financial statements were available to be issued.

3. Plan Investments

All investments are participant directed. The following table identifies the Plan's investments at fair value. Investments that represent five percent or more of the Plan's net assets available for benefits are separately identified as of December 31:

	2013	2012
Pooled separate accounts:		
Retirement Choices at 2025	$ 1,172,455	$ 921,955
Retirement Choices at 2030	1,012,950	794,615
Retirement Choices at 2045	792,305	542,674
Retirement Choices at 2040	738,278	673,895
Retirement Choices at 2015	650,717	577,225
Retirement Choices at 2035	390,592	311,534
Retirement Choices at 2020	382,591	370,802
Other	1,772,997	966,596
Total investments	$ 6,912,885	$ 5,159,296

Net appreciation in the fair value of investments includes all investments bought and sold during the year, as well as held at year-end. During the year ended December 31, 2013, the Plan's pooled separate accounts appreciated by $731,820.

3. Plan Investments ***Continued***

The fair values of the Plan's investments in pooled separate accounts managed by John Hancock Life Insurance Company (U.S.A.) (John Hancock), the trustee of the Plan, have been estimated using the net asset value per share of the investments. Major categories of pooled separate accounts in which the fund holds investments are as follows:

Balanced Funds
These accounts allocate investments among a diversified mix of debt and equity securities. The managers look for equity securities that appear to be undervalued compared to their historical valuations. Debt securities are used to enhance current income and provide asset stability.

Money Market Funds
These accounts invest in U.S. dollar-denominated securities rated within the two highest short-term credit categories and their unrated equivalents. These securities may be issued by U.S. and foreign companies, U.S. and foreign banks; U.S. and foreign governments; U.S. agencies, states and municipalities; and international organizations such as the World Bank and the International Monetary Fund.

Large Cap Funds
These accounts invest primarily in equity securities of large, established corporations located primarily within the U.S., and to a limited extent, similar foreign companies. Investments in these accounts may also include stock index futures, commercial paper, over the counter derivative instruments such as options and futures, other equity securities, or other convertible securities that may be converted to common stocks, as well as stock index accounts operated by investment managers other than John Hancock.

International Funds
These accounts invest in stocks or other securities of corporations located outside of the United States and mutual funds invested in common stocks of foreign corporations. Investments in these accounts may be made in either United States or foreign currency equivalents.

Sector Funds
These investments are either concentrated in a particular industry or sector of the economy such as real estate, utilities, or natural resources; or specifically allocated across sectors.

3. Plan Investments ***Continued***

Bond Funds

These accounts invest in bond and mortgage-type investments, mutual funds invested primarily in foreign and domestic fixed income investments, and real estate such as office buildings, industrial buildings, shopping centers, retail stores and similar properties.

Small Cap Funds

These accounts invest primarily in equity securities of companies with small market capitalizations. Investments in these accounts may also include stock index futures, commercial paper, over the counter derivative instruments such as options and futures, other equity securities, or other convertible securities that may be converted to common stocks, as well as stock index accounts operated by investment managers other than John Hancock.

Mid Cap Funds

These accounts invest primarily in equity securities of companies with medium market capitalizations, and mutual funds invested in common stocks of such companies. Investments in these accounts may also include stock index futures, commercial paper, over the counter derivative instruments such as options and futures, other equity securities, or other convertible securities that may be converted to common stocks, as well as stock index accounts operated by investment managers other than John Hancock.

4. Fair Value Measurement

Assets and liabilities that are measured at fair value on a recurring basis are recorded using a framework for measuring fair value in the form of a fair value hierarchy which prioritizes inputs into valuation techniques used to measure fair value into three broad levels. This hierarchy requires assets to be classified by level in the entirety based upon the lowest level of input that was significant to the fair value measurement. The three levels of the fair value hierarchy are as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets that are accessible at the measurement date for asset and liabilities.
Level 2	Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.
Level 3	Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following tables summarize the fair values of the Plan's investments and the levels of inputs under which those investments were valued:

December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
Pooled Separate Accounts:				
Balanced funds	$ -	$ 6,170,093	$ -	$ 6,170,093
Bond funds	-	416,135	-	416,135
Large cap funds	-	107,718	-	107,718
Money market funds	-	67,202	-	67,202
International funds	-	57,353	-	57,353
Sector funds	-	45,961	-	45,961
Mid cap funds	-	24,861	-	24,861
Small cap funds	-	23,562	-	23,562
Total investments	$ -	$ 6,912,885	$ -	$ 6,912,885

December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Pooled Separate Accounts:				
Balanced funds	$ -	$ 4,840,231	$ -	$ 4,840,231
Bond funds	-	123,628	-	123,628
Large cap funds	-	86,716	-	86,716
International funds	-	35,003	-	35,003
Sector funds	-	33,250	-	33,250
Money market funds	-	23,746	-	23,746
Mid cap funds	-	12,428	-	12,428
Small cap funds	-	4,294	-	4,294
Total investments	$ -	$ 5,159,296	$ -	$ 5,159,296

4. Fair Value Measurement *Continued*

The fair values of pooled separate accounts are determined under Level 2 based upon the publicly quoted pricing inputs for the investments that determine the net asset value of each investment.

5. Plan Termination

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

6. Plan Income Tax Status

The Plan has adopted a non-standardized prototype plan which has obtained a favorable tax opinion letter from the Internal Revenue Service dated March 31, 2008, stating that the non-standardized prototype plan is qualified under the appropriate sections of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrators believe the Plan continues to operate in accordance with the requirements to qualify for tax-exempt status. Accordingly, no provision for income taxes is included in the accompanying financial statements.

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

7. Party-in-Interest Transactions

The Plan's investments consisted of pooled separate accounts. The pooled separate accounts are managed by John Hancock, the trustee, and therefore, qualify as party-in-interest transactions. The notes receivable from participants are also party-in-interest transactions.

8. Information Certified by Trustee

The plan administrators have elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under that election, the plan administrators have obtained a certification from John Hancock Life Insurance Company (U.S.A.), the trustee of the Plan, that information in the accompanying financial statements and supplemental schedule pertaining to the Plan's investments and notes receivable from participants and related transactions are complete and accurate. Information as to the assets held by the custodian, related income, and transactions, are presented solely based upon that certification.

GRACO FISHING & RENTAL TOOLS EMPLOYEE SAVINGS PLAN

Employer Identification Number: 75-1624756
Plan Number: 002
Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
As of December 31, 2013

(a) Party-in Interest	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
		Pooled Separate Accounts:		
*	John Hancock Life Insurance Company	Retirement Choices at 2025	**	$ 1,172,455
*	John Hancock Life Insurance Company	Retirement Choices at 2030	**	1,012,950
*	John Hancock Life Insurance Company	Retirement Choices at 2045	**	792,305
*	John Hancock Life Insurance Company	Retirement Choices at 2040	**	738,278
*	John Hancock Life Insurance Company	Retirement Choices at 2015	**	650,717
*	John Hancock Life Insurance Company	Retirement Choices at 2035	**	390,592
*	John Hancock Life Insurance Company	Retirement Choices at 2020	**	382,591
*	John Hancock Life Insurance Company	Retirement Choices at 2050	**	295,371
*	John Hancock Life Insurance Company	Lifestyle Growth	**	289,269
*	John Hancock Life Insurance Company	Lifestyle Balance	**	179,329
*	John Hancock Life Insurance Company	Retirement Choices at 2010	**	172,016
*	John Hancock Life Insurance Company	T. Rowe Price Short Term Bond	**	123,354
*	John Hancock Life Insurance Company	Real Return Bond Fund	**	114,326
*	John Hancock Life Insurance Company	Total Return Fund	**	113,205
*	John Hancock Life Insurance Company	Money Market Fund	**	67,202
*	John Hancock Life Insurance Company	Parnassus Equity Income	**	66,342
*	John Hancock Life Insurance Company	Strategic Income Opp Fund	**	62,489
*	John Hancock Life Insurance Company	Lifestyle Moderate	**	51,018
*	John Hancock Life Insurance Company	Real Estate Securities Fund	**	42,056
*	John Hancock Life Insurance Company	Oppenheimer Developing Market Fund	**	34,406
*	John Hancock Life Insurance Company	Lifestyle Conservative	**	30,918
*	John Hancock Life Insurance Company	John Hancock Disciplined Value	**	22,724
*	John Hancock Life Insurance Company	Capital Appreciation Fund	**	18,652
*	John Hancock Life Insurance Company	JPM MidCap Value Fund	**	17,943
*	John Hancock Life Insurance Company	Lifestyle Aggressive	**	12,284
*	John Hancock Life Insurance Company	T. Rowe Price Sml Cap Val	**	10,947
*	John Hancock Life Insurance Company	Templeton World	**	10,850
*	John Hancock Life Insurance Company	Templeton Global Bond Fund	**	7,938
*	John Hancock Life Insurance Company	Pru Jennison Mid Growth Fund	**	6,918
*	John Hancock Life Insurance Company	Small Cap Value Fund	**	6,477
*	John Hancock Life Insurance Company	Small Cap Growth Index	**	4,787
*	John Hancock Life Insurance Company	Natural Resources Fund	**	3,905
*	John Hancock Life Insurance Company	Opperheimer International Growth Fund	**	3,693
*	John Hancock Life Insurance Company	High Yield Fund	**	2,761
*	John Hancock Life Insurance Company	DFA US Targeted Value Fund	**	1,351
*	John Hancock Life Insurance Company	Thornburg International Value	**	466
		Total Pooled Separate Accounts		6,912,885
*	Participant Loans	Notes receivable from participants, bearing interest at rate at 4.25%, maturities ranging from March 2014 to September 2023.	**	401,545
				$ 7,314,430

* Denotes a party-in-interest as defined by ERISA.
** Cost has been omitted because investments are participant directed.

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CRITICAL KNOWLEDGE
PROACTIVE INSIGHT

Graco Fishing & Rental Tools Employee Savings Plan

Financial Statements and Supplemental Schedule

As of December 31, 2013 and 2012 and
For the Year Ended December 31, 2013

Together with Independent Auditors' Report

Member of
PKF
North America

Tanner LLC
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36 South State Street, Suite 600
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Member of
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North America

INDEPENDENT AUDITORS' REPORT

To the Plan Administrators
Graco Fishing & Rental Tools Employee Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Graco Fishing & Rental Tools Employee Savings Plan (the Plan), which comprise the statements of assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in assets available for benefits for the year ended December 31, 2013, and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrators instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by John Hancock Life Insurance Company (U.S.A.), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrators that the custodian holds the Plan's investment assets and notes receivable from participants and execute transactions related to the Plan's investment assets and notes receivable from participants. The plan administrators have obtained certifications from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrators 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 the financial statements referred to in the first paragraph.

Supplemental Schedule
We were engaged for the purpose of auditing the financial statements as a whole. The supplemental schedule of assets (held at end of year) is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tanner LLC

October 13, 2014

GRACO FISHING & RENTAL TOOLS EMPLOYEE SAVINGS PLAN
Statements of Assets Available for Benefits

As of December 31,

	2013	2012
Assets		
Investments, at fair value:		
Pooled separate accounts	$ 6,912,885	$ 5,159,296
Receivables:		
Participant contributions	38,948	29,936
Employer contributions	15,244	12,016
Notes receivable from participants	401,545	326,516
Total receivables	455,737	368,468
Non-interest bearing cash	59,739	21,168
Total assets available for benefits	$ 7,428,361	$ 5,548,932

See accompanying notes to financial statements.

GRACO FISHING & RENTAL TOOLS EMPLOYEE SAVINGS PLAN
Statement of Changes in Assets Available for Benefits

For the Year Ended December 31, 2013

Additions to assets attributed to:	
Net appreciation in fair value of investments	$ 731,820
Interest income on notes receivable from participants	14,650
Contributions:	
Participants	1,002,255
Employer	381,841
Rollover	432,852
Total contributions	1,816,948
Total additions	2,563,418
Deductions from assets attributed to:	
Benefits paid to participants	(636,023)
Administrative expenses	(47,966)
Total deductions	(683,989)
Net increase in assets available for benefits	1,879,429
Assets available for benefits:	
Beginning of the year	5,548,932
End of the year	$ 7,428,361

See accompanying notes to financial statements.

1. Description of the Plan

The following description of the Graco Fishing & Rental Tools Employee Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which covers employees who have completed at least three months of service and are age 21 or older. The Plan became effective January 1, 1998, was most recently amended effective January 1, 2012, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Contributions are made to the Plan by both employees and Graco Fishing & Rental Tools, Inc. (the Employer or Plan Sponsor). Participating employees may contribute up to 100% of their annual eligible compensation not to exceed the dollar limit set by the Internal Revenue Code (IRC). Eligible compensation is defined as wages, tips, and other compensation as reported in the employee's Form W-2, less bonuses and the value of personal use of Employer vehicles. Participants may also make contributions by rollover of distributions from other qualified retirement plans. Participants who attained age 50 or older before the end of the Plan year were eligible to make catch-up contributions of $5,500 for 2013. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Employer contributes to the Plan an amount equal to $0.50 for each dollar of employee contribution that does not exceed six percent of eligible compensation. The Employer may also make discretionary profit sharing contributions into the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, and an allocation of the Plan's actual earnings or losses and administrative expenses specifically identified with the participant's investment account. The benefits to which a participant is entitled is the participant's vested account balance.

1. Description of the Plan
Continued

Forfeitures
Forfeitures of non-vested participant account balances may be used to pay administrative expenses of the Plan and to reduce future Employer contributions to the Plan. Forfeitures used to pay administrative expenses during the year ended December 31, 2013 totaled $24,727. Amounts forfeited for the year ended December 31, 2013 were $63,298. As of December 31, 2013 and 2012, the balance of the forfeiture account was $59,739 and $21,168 respectively.

Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in Employer contributions plus the earnings thereon is based on years of service. Participants vest in Employer contributions as follows:

Years of Service	Vested Interest
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Payment of Benefits
Upon a participant's death, permanent disability, retirement, or separation of service, a participant or his/her beneficiaries may receive (1) a lump-sum amount equal to the vested benefits in his/her account, (2) annual installments over the expected life of the participant or the participant's surviving spouse or other beneficiaries, or (3) any combination of (1) and (2). Under certain circumstances, including financial hardship, participants may withdraw their contributions prior to the occurrence of these events. The plan administrators make determinations related to hardship withdrawals.

Notes Receivable From Participants
Participants may borrow from their Plan accounts up to an amount equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a fixed rate set at 1% above the prime interest rate (4.25% as of December 31, 2013) as of the origination date. Participants are limited to one outstanding loan at a time. Maturities on notes receivable from participants range from 2014 to 2023.

1. Description of the Plan ***Continued***

Notes Receivable From Participants - Continued

Notes receivable from participants are recorded at their unpaid principal balance plus any accrued but unpaid interest, and are secured by the participants' vested account balances. Interest income is recognized over the terms of the notes at the rate specified in the loan documents. Fees related to notes receivable from participants are recorded as administrative expenses when they are incurred and reduce the accounts of the applicable participants. If a participant defaults, the carrying amount of the note receivable from the participant is eliminated and a benefit payment is recorded at the time the participant is deemed to receive a distribution.

Administrative Expenses

Loan processing fees and fees associated with additional participant services are paid from the accounts of the participants benefiting from the services. Certain other administrative expenses may be paid by the Plan Sponsor.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The fair value of participation units in pooled separate accounts is based on their quoted redemption value on the last day of the Plan year. Net appreciation in the fair value of investments includes realized and unrealized gains or losses on investments, and is recognized in income currently. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Dividends and interest are reinvested as earned.

2. Summary of Significant Accounting Policies
Continued

Risks and Uncertainties
In general, securities held by the Plan are exposed to various risks, such as interest rate, credit, liquidity, overall market volatility and changes in economic conditions. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Payments of Benefits
Benefits are recorded when paid by the Plan.

Subsequent Events
The Plan's management has evaluated events occurring subsequent to December 31, 2013 through the date of the independent auditors' report, which is the date the financial statements were available to be issued.

3. Plan Investments

All investments are participant directed. The following table identifies the Plan's investments at fair value. Investments that represent five percent or more of the Plan's net assets available for benefits are separately identified as of December 31:

	2013	2012
Pooled separate accounts:		
Retirement Choices at 2025	$ 1,172,455	$ 921,955
Retirement Choices at 2030	1,012,950	794,615
Retirement Choices at 2045	792,305	542,674
Retirement Choices at 2040	738,278	673,895
Retirement Choices at 2015	650,717	577,225
Retirement Choices at 2035	390,592	311,534
Retirement Choices at 2020	382,591	370,802
Other	1,772,997	966,596
Total investments	$ 6,912,885	$ 5,159,296

Net appreciation in the fair value of investments includes all investments bought and sold during the year, as well as held at year-end. During the year ended December 31, 2013, the Plan's pooled separate accounts appreciated by $731,820.

3. Plan Investments ***Continued***

The fair values of the Plan's investments in pooled separate accounts managed by John Hancock Life Insurance Company (U.S.A.) (John Hancock), the trustee of the Plan, have been estimated using the net asset value per share of the investments. Major categories of pooled separate accounts in which the fund holds investments are as follows:

Balanced Funds
These accounts allocate investments among a diversified mix of debt and equity securities. The managers look for equity securities that appear to be undervalued compared to their historical valuations. Debt securities are used to enhance current income and provide asset stability.

Money Market Funds
These accounts invest in U.S. dollar-denominated securities rated within the two highest short-term credit categories and their unrated equivalents. These securities may be issued by U.S. and foreign companies, U.S. and foreign banks; U.S. and foreign governments; U.S. agencies, states and municipalities; and international organizations such as the World Bank and the International Monetary Fund.

Large Cap Funds
These accounts invest primarily in equity securities of large, established corporations located primarily within the U.S., and to a limited extent, similar foreign companies. Investments in these accounts may also include stock index futures, commercial paper, over the counter derivative instruments such as options and futures, other equity securities, or other convertible securities that may be converted to common stocks, as well as stock index accounts operated by investment managers other than John Hancock.

International Funds
These accounts invest in stocks or other securities of corporations located outside of the United States and mutual funds invested in common stocks of foreign corporations. Investments in these accounts may be made in either United States or foreign currency equivalents.

Sector Funds
These investments are either concentrated in a particular industry or sector of the economy such as real estate, utilities, or natural resources; or specifically allocated across sectors.

3. Plan Investments ***Continued***

Bond Funds

These accounts invest in bond and mortgage-type investments, mutual funds invested primarily in foreign and domestic fixed income investments, and real estate such as office buildings, industrial buildings, shopping centers, retail stores and similar properties.

Small Cap Funds

These accounts invest primarily in equity securities of companies with small market capitalizations. Investments in these accounts may also include stock index futures, commercial paper, over the counter derivative instruments such as options and futures, other equity securities, or other convertible securities that may be converted to common stocks, as well as stock index accounts operated by investment managers other than John Hancock.

Mid Cap Funds

These accounts invest primarily in equity securities of companies with medium market capitalizations, and mutual funds invested in common stocks of such companies. Investments in these accounts may also include stock index futures, commercial paper, over the counter derivative instruments such as options and futures, other equity securities, or other convertible securities that may be converted to common stocks, as well as stock index accounts operated by investment managers other than John Hancock.

4. Fair Value Measurement

Assets and liabilities that are measured at fair value on a recurring basis are recorded using a framework for measuring fair value in the form of a fair value hierarchy which prioritizes inputs into valuation techniques used to measure fair value into three broad levels. This hierarchy requires assets to be classified by level in the entirety based upon the lowest level of input that was significant to the fair value measurement. The three levels of the fair value hierarchy are as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets that are accessible at the measurement date for asset and liabilities.
Level 2	Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.
Level 3	Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following tables summarize the fair values of the Plan's investments and the levels of inputs under which those investments were valued:

December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
Pooled Separate Accounts:				
Balanced funds	$ -	$ 6,170,093	$ -	$ 6,170,093
Bond funds	-	416,135	-	416,135
Large cap funds	-	107,718	-	107,718
Money market funds	-	67,202	-	67,202
International funds	-	57,353	-	57,353
Sector funds	-	45,961	-	45,961
Mid cap funds	-	24,861	-	24,861
Small cap funds	-	23,562	-	23,562
Total investments	$ -	$ 6,912,885	$ -	$ 6,912,885

December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Pooled Separate Accounts:				
Balanced funds	$ -	$ 4,840,231	$ -	$ 4,840,231
Bond funds	-	123,628	-	123,628
Large cap funds	-	86,716	-	86,716
International funds	-	35,003	-	35,003
Sector funds	-	33,250	-	33,250
Money market funds	-	23,746	-	23,746
Mid cap funds	-	12,428	-	12,428
Small cap funds	-	4,294	-	4,294
Total investments	$ -	$ 5,159,296	$ -	$ 5,159,296

4. Fair Value Measurement *Continued*

The fair values of pooled separate accounts are determined under Level 2 based upon the publicly quoted pricing inputs for the investments that determine the net asset value of each investment.

5. Plan Termination

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

6. Plan Income Tax Status

The Plan has adopted a non-standardized prototype plan which has obtained a favorable tax opinion letter from the Internal Revenue Service dated March 31, 2008, stating that the non-standardized prototype plan is qualified under the appropriate sections of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrators believe the Plan continues to operate in accordance with the requirements to qualify for tax-exempt status. Accordingly, no provision for income taxes is included in the accompanying financial statements.

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

7. Party-in-Interest Transactions

The Plan's investments consisted of pooled separate accounts. The pooled separate accounts are managed by John Hancock, the trustee, and therefore, qualify as party-in-interest transactions. The notes receivable from participants are also party-in-interest transactions.

8. Information Certified by Trustee

The plan administrators have elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under that election, the plan administrators have obtained a certification from John Hancock Life Insurance Company (U.S.A.), the trustee of the Plan, that information in the accompanying financial statements and supplemental schedule pertaining to the Plan's investments and notes receivable from participants and related transactions are complete and accurate. Information as to the assets held by the custodian, related income, and transactions, are presented solely based upon that certification.

GRACO FISHING & RENTAL TOOLS EMPLOYEE SAVINGS PLAN

Employer Identification Number: 75-1624756
Plan Number: 002
Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
As of December 31, 2013

(a) Party-in Interest	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
		Pooled Separate Accounts:		
*	John Hancock Life Insurance Company	Retirement Choices at 2025	**	$ 1,172,455
*	John Hancock Life Insurance Company	Retirement Choices at 2030	**	1,012,950
*	John Hancock Life Insurance Company	Retirement Choices at 2045	**	792,305
*	John Hancock Life Insurance Company	Retirement Choices at 2040	**	738,278
*	John Hancock Life Insurance Company	Retirement Choices at 2015	**	650,717
*	John Hancock Life Insurance Company	Retirement Choices at 2035	**	390,592
*	John Hancock Life Insurance Company	Retirement Choices at 2020	**	382,591
*	John Hancock Life Insurance Company	Retirement Choices at 2050	**	295,371
*	John Hancock Life Insurance Company	Lifestyle Growth	**	289,269
*	John Hancock Life Insurance Company	Lifestyle Balance	**	179,329
*	John Hancock Life Insurance Company	Retirement Choices at 2010	**	172,016
*	John Hancock Life Insurance Company	T. Rowe Price Short Term Bond	**	123,354
*	John Hancock Life Insurance Company	Real Return Bond Fund	**	114,326
*	John Hancock Life Insurance Company	Total Return Fund	**	113,205
*	John Hancock Life Insurance Company	Money Market Fund	**	67,202
*	John Hancock Life Insurance Company	Parnassus Equity Income	**	66,342
*	John Hancock Life Insurance Company	Strategic Income Opp Fund	**	62,489
*	John Hancock Life Insurance Company	Lifestyle Moderate	**	51,018
*	John Hancock Life Insurance Company	Real Estate Securities Fund	**	42,056
*	John Hancock Life Insurance Company	Oppenheimer Developing Market Fund	**	34,406
*	John Hancock Life Insurance Company	Lifestyle Conservative	**	30,918
*	John Hancock Life Insurance Company	John Hancock Disciplined Value	**	22,724
*	John Hancock Life Insurance Company	Capital Appreciation Fund	**	18,652
*	John Hancock Life Insurance Company	JPM MidCap Value Fund	**	17,943
*	John Hancock Life Insurance Company	Lifestyle Aggressive	**	12,284
*	John Hancock Life Insurance Company	T. Rowe Price Sml Cap Val	**	10,947
*	John Hancock Life Insurance Company	Templeton World	**	10,850
*	John Hancock Life Insurance Company	Templeton Global Bond Fund	**	7,938
*	John Hancock Life Insurance Company	Pru Jennison Mid Growth Fund	**	6,918
*	John Hancock Life Insurance Company	Small Cap Value Fund	**	6,477
*	John Hancock Life Insurance Company	Small Cap Growth Index	**	4,787
*	John Hancock Life Insurance Company	Natural Resources Fund	**	3,905
*	John Hancock Life Insurance Company	Opperheimer International Growth Fund	**	3,693
*	John Hancock Life Insurance Company	High Yield Fund	**	2,761
*	John Hancock Life Insurance Company	DFA US Targeted Value Fund	**	1,351
*	John Hancock Life Insurance Company	Thornburg International Value	**	466
		Total Pooled Separate Accounts		6,912,885
*	Participant Loans	Notes receivable from participants, bearing interest at rate at 4.25%, maturities ranging from March 2014 to September 2023.	**	401,545
				$ 7,314,430

* Denotes a party-in-interest as defined by ERISA.
** Cost has been omitted because investments are participant directed.