

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>ALSIDE RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>016</u>	1c Effective date of plan <u>03/01/1984</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ASSOCIATED MATERIALS, LLC</u> <u>TARA L. BEAMISH</u> <u>3773 STATE RD.</u> <u>CUYAHOGA FALLS, OH 44223</u>	2b Employer Identification Number (EIN) <u>75-1872487</u>	2c Sponsor's telephone number <u>330-929-1811</u>	
	2d Business code (see instructions) <u>326100</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2014	TARA BEAMISH
	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
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	1344
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	195
b Retired or separated participants receiving benefits		6b	307
c Other retired or separated participants entitled to future benefits		6c	776
d Subtotal. Add lines 6a , 6b , and 6c		6d	1278
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	57
f Total. Add lines 6d and 6e		6f	1335
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 3H 1A			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>ALSIDE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>016</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ASSOCIATED MATERIALS, LLC</u>	D Employer Identification Number (EIN) <u>75-1872487</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>36121232</u>
b Actuarial value	2b <u>35867385</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>343</u> <u>19616537</u>
b For terminated vested participants.....	3b <u>787</u> <u>15063135</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>687503</u>
(2) Vested benefits	3c(2) <u>5244476</u>
(3) Total active.....	3c(3) <u>214</u> <u>5931979</u>
d Total.....	3d <u>1344</u> <u>40611651</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.66 %</u>
6 Target normal cost.....	6 <u>444320</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/08/2014</u>
	Signature of actuary	Date
<u>DAVID A. HENDERSON</u>		<u>14-06905</u>
	Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>		<u>216-525-5367</u>
	Firm name	Telephone number (including area code)
<u>5005 ROCKSIDE ROAD</u> <u>SUITE 1000</u> <u>INDEPENDENCE, OH 44131</u>		
	Address of the firm	

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.07</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		415
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		29
c Total available at beginning of current plan year to add to prefunding balance		444
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	88.31 %
15 Adjusted funding target attainment percentage	15	88.31 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.16 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	497000		01/14/2014	497000	
05/23/2013	13722		06/20/2014	28448	
07/11/2013	497000		09/15/2014	424000	
08/14/2013	13459				
10/10/2013	497000				
11/04/2013	13526				
			Totals ►	18(b) 2481155	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2351363
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	444320
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		4744266	1906237
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	2350557
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	2350557
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	2351363
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	806
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008	☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan ALSIDE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	016
C Plan sponsor's name as shown on line 2a of Form 5500 ASSOCIATED MATERIALS, LLC	D Employer Identification Number (EIN) 75-1872487	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

HEWITT ASSOCIATES LLC

PO BOX 95135
ATTN LOCKBOX 95135
CHICAGO, IL 60694

36-2235791

(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?
11	ACTUARY	35615	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

MERRILL LYNCH, PIERCE, FENNER&SMITH

4 WORLD FINANCIAL CENTER
250 VESERY STREET
NEW YORK, NY 10281

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 33	BROKERAGE	331384	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

BANK OF AMERICA

101 S TRYON ST
CHARLOTTE, NC 28280

94-1687665

(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?
21	TRUSTEE	29794	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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>ALSIDE RETIREMENT PLAN</u>		B Three-digit plan number (PN) <u>016</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ASSOCIATED MATERIALS, LLC</u>		D Employer Identification Number (EIN) <u>75-1872487</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1466444	1609696
(2) U.S. Government securities	1c(2)	6356094	6613205
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	22354073	25838640
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	5215613	6075235
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	35392224	40136776

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	35392224	40136776
---	-----------	----------	----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2233164	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2233164

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	92	
(B) U.S. Government securities	2b(1)(B)	135253	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		135345

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	573150	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	484457	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1057607

(3) Rents	2b(3)		
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(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)		
(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)		4260426
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		7686542

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2374588	
(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)		2374588
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)	65409	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	333099	
(4) Other	2i(4)	168894	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		567402
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2941990

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4744552
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>ALSIDE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>016</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ASSOCIATED MATERIALS, LLC</u>	D Employer Identification Number (EIN) <u>75-1872487</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>3</u>

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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: 59.8% Investment-Grade Debt: 31.6% High-Yield Debt: _____% Real Estate: 4.6% Other: 4.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements and Report of Independent
Certified Public Accountants

Alside Retirement Plan

December 31, 2013 and 2012

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Report of Independent Certified Public Accountants

To the Trustees of the
Alside Division of Associated Materials LLC
Administrator for the Alside Retirement Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Alside Retirement Plan (the “Plan”), which comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits – modified cash basis for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2013 and 2012, and for the years ended December 31, 2013 and 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

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

Basis of accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Supplementary information

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

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 4, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Cleveland, Ohio
October 15, 2014

Alside Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(Modified Cash Basis)

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Money funds	\$ 1,582,119	\$ 1,441,615
Common stocks	25,838,640	22,354,073
Mutual funds	6,075,235	5,215,613
Government securities	<u>6,613,205</u>	<u>6,356,094</u>
<i>Total investments</i>	40,109,199	35,367,395
Cash	<u>27,577</u>	<u>24,829</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 40,136,776</u></u>	<u><u>\$ 35,392,224</u></u>

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

Alside Retirement Plan

**STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS (Modified Cash Basis)**

For the years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions to Net Assets Attributed to:		
Interest and dividend income	\$ 1,192,952	\$ 1,017,056
Net appreciation in fair value of investments	4,260,426	2,804,431
Employer contributions	<u>2,233,164</u>	<u>2,454,982</u>
<i>Total additions</i>	7,686,542	6,276,469
Deductions from Net Assets Attributed to:		
Benefits paid to participants	2,374,588	2,240,978
Administrative expenses	<u>567,402</u>	<u>440,834</u>
<i>Total deductions</i>	<u>2,941,990</u>	<u>2,681,812</u>
NET INCREASE	4,744,552	3,594,657
Net assets available for benefits, beginning of year	<u>35,392,224</u>	<u>31,797,567</u>
Net assets available for benefits, end of year	<u><u>\$ 40,136,776</u></u>	<u><u>\$ 35,392,224</u></u>

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

Alside Retirement Plan

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis)

December 31, 2013 and 2012

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Alside Retirement 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 and Participation

The Plan is a defined benefit plan that covers substantially all salaried employees and certain other groups of employees of Alside Division of Associated Materials LLC (the “Company” or “Plan Administrator”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

On November 30, 1998, the Plan was amended to state that benefit accruals were frozen and participation was frozen and no employees shall be eligible to enter the Plan after December 31, 1998. Accordingly, all participants became 100% vested. The Plan will continue to provide benefits which have already accrued. On March 5, 2010, the Plan was amended to state that special payment accruals for which a participant was or would have been entitled to were frozen effective April 1, 2010.

Contributions and Funding

Annually, an independent actuary is utilized to determine the Plan’s funding requirements. The minimum funding requirement for 2013 was \$2,350,557 of which \$1,531,707 was funded in 2013 and the remaining \$818,850 as well as an additional \$116,356 in excess of minimum funding requirements, will be included as an addition to plan assets in 2014 under the modified cash basis of accounting. The minimum funding requirement for 2012 was \$1,985,720 of which \$1,380,780 was funded in 2012 and the remaining \$604,940 as well as an additional \$96,517 in excess of minimum funding requirements will be included as an addition to plan assets in 2013 under the modified cash basis of accounting.

Pension Benefits

Participants are entitled to a normal retirement benefit on attaining the age of 65. The normal monthly retirement benefits are calculated based on a formula of years of service and a percentage of average monthly earnings, both of which are subject to numerous adjustments as defined by the Plan. The normal form of benefit is a 6 year certain and life annuity or joint and survivor for married participants. The Plan also provides for early retirement, disability retirement and pre-retirement spouse benefits for any participant who meets certain requirements.

Termination Provisions

The Company anticipates that the Plan will continue without interruption, but reserves the right to terminate the Plan or to discontinue contributions to the Plan. In the event the Plan is terminated, the Plan provides for the allocation of net assets up to the present value of accumulated plan benefits among the participants and pensioners. To the extent unfunded vested benefits exist, such benefits would be payable by the Pension Benefit Guaranty Corporation (“PBGC”), up to specified limitations, as described in ERISA. To the extent that Plan net assets exceed benefits due participants and pensioners, and the Plan has met all legal requirements, remaining assets, net of applicable taxes, will revert back to the Company.

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 1 – DESCRIPTION OF THE PLAN – CONTINUED

Benefits under the Plan are insured by the PBGC. Generally, the PBGC guarantees most vested normal retirement benefits, early retirement benefits and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. The PBGC guarantees vested benefits at the level in effect on the date of plan termination. However, if benefits have been increased within the five years before plan termination, the benefit increase may not be guaranteed. In addition, there is a ceiling on the amount of monthly benefit that PBGC guarantees which is adjusted periodically.

Administrative Expenses

Trustee and investment fees are paid by the Plan. All other direct and indirect administrative expenses of the Plan are paid by the Company.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on a modified cash basis of accounting as interest and dividend income, employer contributions, if any, and administrative expenses are recorded when received or paid versus when the revenue or expense has been incurred. The modified cash basis of accounting, which is permitted under the Department of Labor's Rules and Regulations for Reporting and Disclosure, is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Cash

Cash includes noninterest bearing cash on hand.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements.

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

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by employees to December 31, 1998, the date that benefit accruals were frozen. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on employees' compensation during their last five years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding December 31, 1998. Benefits payable under all circumstances, including retirement, death, disability, and termination of employment, are included, to the extent they are deemed attributable to employee service rendered to December 31, 1998.

Alside Retirement Plan

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

NOTE 3 – ACCUMULATED PLAN BENEFITS

Consulting actuaries from Hewitt Associates LLC (operating as Aon Hewitt) estimate the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of December 31, 2012 is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 18,269,016
Other participants	18,368,354
	<hr/>
	36,637,370
Nonvested benefits	665,378
	<hr/>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 37,302,748</u></u>

Changes in accumulated plan benefits for the year ended December 31, 2012 are as follows:

Actuarial present value of accumulated plan benefits at December 31, 2011	\$ 36,861,496
Increase (decrease) during the year attributed to:	
Benefit payments	(2,240,978)
Interest accumulation	2,682,095
Actuarial assumption changes	71,078
Actuarial gains	(70,943)
	<hr/>
Actuarial present value of accumulated plan benefits at December 31, 2012	<u><u>\$ 37,302,748</u></u>

Alside Retirement Plan

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 3 – ACCUMULATED PLAN BENEFITS – CONTINUED

Significant assumptions underlying the actuarial computations are:

Discount rate	7.5% per annum for 2012 and 2011
Mortality rates	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) for both healthy and disabled lives for 2012
	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) for both healthy and disabled lives for 2011
Weighted average retirement age	63 years of age, based on probability of retirement table for both 2012 and 2011

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

NOTE 4 – SUMMARY OF FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

Bank of America (the “Trustee”) held the Plan’s investment assets and executed investment transactions as of and for the years ended December 31, 2013 and 2012. Investment information disclosed in the accompanying financial statements and supplemental schedules, including investment amounts included on the statements of net assets available for benefits, interest and dividends and net appreciation in fair value of investments included on the statements of changes in net assets available for benefits, information regarding investments in Note 5, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), and Schedule H, Line 4j – Schedule of Reportable Transactions, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee. The Plan’s independent accountants did not perform any auditing procedures with respect to the certified information, except for comparing such information to the related information in the financial statements and supplemental schedules.

NOTE 5 – INVESTMENTS

Investments that represent 5% or more of the Plan’s net assets at either December 31, 2013 or 2012 are as follows:

	December 31	
	2013	2012
PIMCO Fixed Income SHS (FISH) Series C	\$ 3,162,000	\$ 2,584,467
PIMCO Fixed Income SHS (FISH) Series M	2,913,235	2,631,146

Alside Retirement Plan

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 5 – INVESTMENTS – CONTINUED

During 2013 and 2012, the Plan’s investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ (442,319)	\$ 403,630
Common stocks	5,211,095	2,437,608
Government securities	(509,439)	(36,807)
	<u><u>\$ 4,260,426</u></u>	<u><u>\$ 2,804,431</u></u>

NOTE 6 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and are supported by little or no market activity and that are significant to the fair value measurement.

The asset or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Alside Retirement Plan

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 6 – FAIR VALUE MEASUREMENTS – CONTINUED

Following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks and mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Government securities: Valued using a market approach based upon quoted prices for similar assets and liabilities in active markets based on pricing models which incorporate information from market sources and observed market movements.

Money funds: Valued under the amortized cost method which approximates current market value. Under this method, the securities are valued at cost when purchased and thereafter, a constant proportionate amortization of any discount or premium is recorded until the maturity of the security. The funds seek to maintain the net asset value (NAV) per share at \$1.00.

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

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

Type of Asset	Assets at Fair Value at December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Corporate debt securities	\$ 3,162,000	\$ -	\$ -	\$ 3,162,000
Mortgage-related fixed income securities	2,913,235	-	-	2,913,235
Total mutual funds	6,075,235	-	-	6,075,235
Common stocks:				
Industrials	2,775,854	-	-	2,775,854
Telecommunications	505,275	-	-	505,275
Consumer	5,447,827	-	-	5,447,827
Information technology	4,861,463	-	-	4,861,463
Materials	1,245,579	-	-	1,245,579
Financials	5,888,875	-	-	5,888,875
Utilities	577,253	-	-	577,253
Energy	1,906,161	-	-	1,906,161
Healthcare	2,630,353	-	-	2,630,353
Total common stocks	25,838,640	-	-	25,838,640
Government securities	-	6,613,205	-	6,613,205
Money fund	-	1,582,119	-	1,582,119
Total assets at fair value	\$ 31,913,875	\$ 8,195,324	\$ -	\$ 40,109,199

Alside Retirement Plan

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 6 – FAIR VALUE MEASUREMENTS – CONTINUED

Type of Asset	Assets at Fair Value at December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Corporate debt securities	\$ 2,584,467	\$ -	\$ -	\$ 2,584,467
Mortgage-related fixed income securities	2,631,146	-	-	2,631,146
Total mutual funds	5,215,613	-	-	5,215,613
Common stocks:				
Industrials	2,798,806	-	-	2,798,806
Telecommunications	1,139,179	-	-	1,139,179
Consumer	4,824,758	-	-	4,824,758
Information technology	2,689,356	-	-	2,689,356
Materials	1,418,389	-	-	1,418,389
Financials	4,226,130	-	-	4,226,130
Utilities	757,219	-	-	757,219
Energy	2,144,337	-	-	2,144,337
Healthcare	2,338,667	-	-	2,338,667
Other	17,232	-	-	17,232
Total common stocks	22,354,073	-	-	22,354,073
Government securities	-	6,356,094	-	6,356,094
Money fund	-	1,441,615	-	1,441,615
Total assets at fair value	\$ 27,569,686	\$ 7,797,709	\$ -	\$ 35,367,395

The table below presents additional information for investments whose fair value is estimated using NAV per share as of December 31, 2013 and 2012:

Type of Asset	Fair Value at December 31		Unfunded Commitments	Redemption		
	2013	2012		Terms	Restrictions	Notice Period
Money funds (a)	\$1,582,119	\$1,441,615	\$ -	Daily	None	None

- (a) The money funds seek current income preservation of capital and liquidity. The BIF Money Fund invests in a diversified portfolio of U.S. Dollar denominated short-term securities with maturities of not more than 397 days (13 months). The Preferred Deposit for Business fund invests money in a deposit account with Bank of America, N.A., to earn interest when not utilized for Plan needs.

NOTE 7 – TAX STATUS OF THE PLAN

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated January 22, 2009, stating that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (“Code”). The Plan has been amended since receiving the determination letter. The Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

NOTES TO FINANCIAL STATEMENTS (Modified Cash Basis) – CONTINUED

December 31, 2013 and 2012

NOTE 7 – TAX STATUS OF THE PLAN – CONTINUED

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments include a money fund which is managed by an affiliate of the Trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

NOTE 9 – RISKS AND UNCERTAINTIES

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

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

NOTE 10 – SUBSEQUENT EVENTS

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 15, 2014, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

SUPPLEMENTARY INFORMATION

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis)**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
GOVERNMENT SECURITIES			
U.S. TREASURY NOTE	1.13% 12/31/2019	\$ 647,921	\$ 622,393
U.S. TREASURY NOTE	0.75% 10/31/2017	1,045,325	1,026,064
U.S. TRSY INFLATION NTE	0.13% 7/15/2022	799,602	726,756
U.S. TREASURY NOTE	2.00% 2/15/2023	371,125	340,451
U.S. TREASURY NOTE	2.00% 11/15/2021	507,409	475,316
U.S. TRSRY INFLATION BON	2.50% 1/15/2029	594,507	503,698
U.S. TRSY INFLATION NOTE	2.38% 1/15/2025	377,948	336,131
FNMA PAB4102	3.50% 2041	205,425	198,462
FNMA PAE0949	4.00% 2041	90,022	86,935
FNMA PAE0937	3.50% 2041	194,402	190,730
FHLMC G0 702	5.00% 2039	25,952	25,689
FHLMC G0 855	4.00% 2043	193,529	190,580
FHLMC A9 640	3.50% 2041	246,792	233,875
FHLMC A9 680	4.00% 2041	262,403	252,435
FHLMC C0 900	3.50% 2042	19,518	18,448
FNMA PAO2993	3.50% 2042	2,705	2,563
FNMA PAU1629	3.00% 2043	109,587	106,816
FNMA PAP7553	3.00% 2042	348,138	314,226
FNMA P995672	4.50% 2039	88,908	88,071
FNMA PAB2527	4.00% 2041	7,295	7,039
FNMA P971036	4.50% 2039	19,804	19,817
FNMA P930071	6.00% 2038	23,065	24,999
FNMA PAA7681	4.50% 2039	61,684	61,115
FNMA P889579	6.00% 2038	63,752	68,398
FNMA P735580	5.00% 2035	90,010	98,624
FNMA P888407	5.00% 2036	12,477	12,518
FNMA PAL0160	4.50% 2041	19,329	19,004
FNMA PAI8194	4.50% 2041	41,419	40,847
FNMA PAL0065	4.50% 2041	166,657	175,043
FNMA PAH1559	4.00% 2040	289,317	281,639
FNMA PAJ5300	4.00% 2041	60,646	60,970
FNMA PAK6743	4.00% 2042	2,793	2,680
FNMA P190377	5.00% 2036	872	873
TOTAL GOVERNMENT SECURITIES		\$ 6,990,338	\$ 6,613,205

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
COMMON STOCKS			
V F CORPORATION	2,524 shares	\$ 71,686	\$ 157,346
VALSPAR CORP COM	753 shares	20,418	53,681
VARIAN MEDICAL SYS INC	3,333 shares	249,475	258,941
ZIMMER HOLDINGS INC COM	4,116 shares	367,323	383,570
XILINX INC	737 shares	17,194	33,843
WAL MART STORES INC	1,239 shares	83,234	97,497
WEYERHAEUSER CO	3,445 shares	56,558	108,759
VERIZON COMMUNICATNS COM	4,421 shares	169,419	217,248
WELLS FARGO & CO NEW DEL	5,303 shares	143,594	240,756
WHITING PETROLEUM CORP	743 shares	18,225	45,969
VISA INC CL A SHRS	2,243 shares	452,945	499,471
SEI CORP	8,003 shares	269,603	277,944
SNAP ON TOOL	517 shares	20,048	56,622
RYDER SYSTEM INC	423 shares	27,928	31,209
SBA COMMUNICATIONS CRP A	731 shares	12,766	65,673
SEMPRA ENERGY	777 shares	39,219	69,744
SCOTT CO	377 shares	15,982	23,457
PROCTER GAMBLE	4,853 shares	320,890	395,083
PROTECTIVE LIFE CORP COM	766 shares	23,035	38,806
SONOCO PRODUCTS CO	720 shares	24,491	30,038
SCHLUMBERGER LTD	4,109 shares	363,679	370,262
REPUBLIC SERVICES CL A	734 shares	20,280	24,369
REINSURANCE GROUP AMERICA	408 shares	23,977	31,583
RAYTHEON COMPANY	2,040 shares	94,985	185,028
RAYMOND JAMES FINL INC	694 shares	18,770	36,220
QUALCOMM INC	5,068 shares	369,711	376,299
PUB SVC ENTERPRISE GRP	1,494 shares	50,118	47,868
PRUDENTIAL FINANCIAL INC	1,874 shares	113,702	172,820
HUNTINGTON INGALLS INDS	383 shares	27,675	34,474
GOOGLE INC CL A	599 shares	468,089	671,305
HOME DEPOT INC	1,855 shares	104,816	152,741
GLOBAL PMTS INC	318 shares	11,116	20,667
HEXCEL CORP NEW	844 shares	20,903	37,718
GENERAL ELECTRIC	10,100 shares	203,704	283,103
GREENHILL COMPANY INC	2,329 shares	128,025	134,942
GENERAL MILLS	1,300 shares	51,150	64,883
GATX CORPORATION	743 shares	26,468	38,762
FRANKLIN RES INC	2,311 shares	128,653	133,414
FIFTH THIRD BANCORP	4,676 shares	73,295	98,336
FIRST POTOMAC RLTY TR	1,355 shares	20,449	15,759
HORACE MANN EDUCATORS CORP N	962 shares	26,670	30,341
HONEYWELL INTL INC DEL	1,107 shares	64,058	101,147

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
UBS AG	3,244 shares	53,371	62,447
ABBVIE INC SHS	1,094 shares	30,858	57,774
ABBOTT LABS	1,159 shares	40,370	44,424
AARON RENT'S INC	774 shares	22,879	22,756
AMAZON COM INC COM	1,619 shares	536,556	645,641
ALTERA CORP COM	328 shares	10,611	10,664
ALLEGHENY TECH INC	784 shares	21,491	27,934
AKAMAI TECHNOLOGIES INC	773 shares	23,276	36,470
NABORS INDUSTRIES LTD	1,892 shares	28,357	32,145
AT&T INC	2,923 shares	80,301	102,773
MICROSOFT CORP	8,196 shares	220,471	306,612
OCCIDENTAL PETE CORP	1,254 shares	97,792	119,255
METLIFE INC COM	852 shares	41,473	45,940
NEXTERA ENERGY INC SHS	1,620 shares	100,248	138,704
NEWMONT MINING CORP	1,302 shares	58,439	29,985
NEWFIELD EXPL CO	898 shares	33,160	22,118
PRAXAIR INC	839 shares	82,868	109,095
PFIZER INC DEL PV\$0.05	4,710 shares	99,275	144,267
PHILIP MORRIS INTL INC	2,015 shares	159,708	175,567
MONOLITHIC PWR SYSTEMS	1,633 shares	22,426	56,600
NORTHEAST UTILITIES	1,505 shares	52,012	63,797
NORTHROP CORP DEL	940 shares	55,418	107,733
MONSTER BEVERAGE CORP	3,869 shares	221,493	262,202
PHILLIPS 66 SHS	565 shares	15,051	43,578
MONDELEZ INTERNATIONAL	2,544 shares	71,229	89,803
MOTOROLA SOLUTIONS INC	1,033 shares	63,026	69,728
ORACLE CORP \$0.01 DEL	10,830 shares	375,933	414,356
AMER EXPRESS COMPANY	4,304 shares	317,864	390,502
BORG WARNER AUTOMOTIVE INC	1,014 shares	27,924	56,693
AUTOMATIC DATA PROC	1,771 shares	141,618	143,095
BOSTON PPTYS INC	305 shares	24,871	30,613
AUTODESK INC COM	5,825 shares	247,899	293,108
AMGEN INC COM PV \$0.0001	1,941 shares	219,008	221,429
ANALOG DEVICES INC	864 shares	42,982	44,004
ASTORIA FINL CORP	1,464 shares	24,854	20,247
BRISTOL MYERS SQUIBB CO	4,000 shares	131,508	212,600
CBRE GROUP INC	1,121 shares	21,058	29,482
C R BARD INC	232 shares	16,952	31,074
AMERICAN TOWER REIT INC	614 shares	33,441	49,009
ANSYS INC	513 shares	20,780	44,734
COVANCE INC	342 shares	18,675	30,117
CSX CORP	1,730 shares	18,462	49,772
CONOCOPHILLIPS	1,195 shares	50,480	84,427

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
COCA COLA COM	7,015 shares	228,536	289,790
CITIGROUP INC COM NEW	1,921 shares	91,162	100,103
CABOT CORP	410 shares	17,464	21,074
CISCO SYSTEMS INC COM	20,545 shares	439,082	460,824
D R HORTON INC	1,602 shares	29,766	35,757
CHEVRON CORP	1,770 shares	187,340	221,091
CHUBB CORP	1,380 shares	92,868	133,349
COMCAST CRP NEW CL A SPL	3,705 shares	108,455	184,805
CENTENE CORP	714 shares	15,526	42,090
DARDEN RESTAURANTS INC	486 shares	18,213	26,424
DEERE CO	1,555 shares	116,356	142,018
SUNTRUST BKS INC COM	3,175 shares	90,897	116,872
UNTD TECHNOLOGIES CRP	1,792 shares	105,377	203,930
TRAVELERS COS INC	2,339 shares	122,863	211,773
TELEDYNE TECH INC	341 shares	23,848	31,324
TAL INTL GROUP INC	654 shares	34,719	37,507
TJX COS INC NEW	915 shares	15,115	58,313
TORONTO DOM BK ONT NEW	875 shares	64,291	82,460
US BANCORP (NEW)	3,018 shares	72,103	121,927
UNITED PARCEL SERVICES B	4,108 shares	403,029	431,669
3M COMPANY	845 shares	68,417	118,511
UNITED NAT FOODS INC	1,051 shares	22,234	79,235
ITRON INC	500 shares	22,786	20,715
INTL PAPER CO	1,334 shares	63,741	65,406
INTEL CORP	2,790 shares	66,710	72,414
INTL BUSINESS MACH	716 shares	114,146	134,300
INTL GAME TECHNOLOGY	1,199 shares	31,362	21,774
INTERCONTINENTALEXCHANGE	241 shares	13,784	54,206
INTEGRYS ENERGY GROUP	421 shares	21,265	22,907
INTUIT INC	725 shares	40,398	55,332
JOHNSON&JOHNSON	1,345 shares	93,591	123,189
JOY GLOBAL INC DEL COM	417 shares	30,970	24,390
JOHNSON CONTROLS INC	1,245 shares	39,388	63,869
LORILLARD INC	2,155 shares	78,497	109,215
MCDONALDS CORP COM	1,652 shares	129,117	160,294
MEADWESTVACO CORP	2,175 shares	54,893	80,323
LOWES COMPANIES INC	7,114 shares	340,797	352,499
KIMBERLY CLARK	865 shares	61,045	90,358
KINDER MORGAN INC. DEL	1,543 shares	57,032	55,548
KEYCORP NEW COM	2,728 shares	21,665	36,610
J P MORGAN CHASE AND CO	5,086 shares	180,556	297,429
MERCK AND CO INC SHS	6,005 shares	252,670	300,550
MEDICAL PPTYS TR INC	2,165 shares	25,979	26,456

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
MARATHON OIL CORP	1,845 shares	51,077	65,129
MARATHON PETROLEUM CORP	925 shares	33,696	84,850
FACTSET RESH SYS INC	1,683 shares	192,593	182,740
EXXON MOBIL CORP COM	2,380 shares	170,186	240,856
EATON VANCE CORP NVT	704 shares	18,204	30,124
EASTMAN CHEM CO	426 shares	9,644	34,378
FACEBOOK INC	8,628 shares	374,854	471,512
DOMINIUM RES INC NEW VA	2,325 shares	127,420	150,404
EXPEDITORS INTL WASH INC	7,365 shares	321,302	325,901
ENBRIDGE INC	2,465 shares	85,156	107,671
DOW CHEMICAL PV 2 50	1,365 shares	38,065	60,606
DUKE ENERGY CORP NEW	851 shares	58,467	58,728
E I DUPONT DE N\$1 66 2/3	2,945 shares	141,911	191,337
DUKE RLTY INVTS INC NEW	945 shares	14,667	14,213
FDL R INV TR SBI NEW MD	371 shares	38,129	37,623
EMPIRE ST RLTY TR INC	1,044 shares	14,017	15,973
ESSEX PPTY TR INC COM	126 shares	19,050	18,082
DOUGLAS EMMETT INC	1,158 shares	27,930	26,970
EXTRA SPACE STORAGE INC	508 shares	15,539	21,402
DIGITAL RLTY TR INC	153 shares	9,771	7,515
DIAMONDROCK HOSPITALITY	1,746 shares	17,644	20,166
EQUITY RSNTL PPTYS TR SBI	1,903 shares	105,107	98,709
UDR INC	2,954 shares	71,537	68,976
TOLL BROS INC COM	275 shares	8,467	10,175
TANGER FACTORY OUTLET CTRS I	564 shares	18,771	18,059
TAUBMAN CTRS INC	419 shares	27,632	26,782
STRATEGIC HOTEL CAP INC	2,670 shares	19,604	25,232
SUNSTONE HOTEL INVS INC	1,240 shares	15,409	16,616
CUBESMART COM	1,762 shares	23,278	28,086
DDR CORP COM	2,002 shares	32,441	30,771
CORP OFFICE PPTYS TRUST	894 shares	22,469	21,179
COUSINS PROPS INC	1,750 shares	17,922	18,025
APARTMENT INVT & MGMT CO	1,322 shares	29,028	34,253
BOSTON PPTYS INC	705 shares	73,210	70,761
AMERICAN ASSETS TR INC	587 shares	15,046	18,449
BRE PPTYS INC CL A	406 shares	20,578	22,212
OMEGA HEALTHCARE INVS INC	435 shares	14,204	12,963
NATIONAL RETAIL PPTYS	699 shares	23,811	21,201
PS BUSINESS PARKS INC	127 shares	9,263	9,705
HCP INC	711 shares	28,916	25,824
HOST MARRIOTT CORP MD	2,295 shares	38,979	44,615
HOME PPTYS N Y INC	604 shares	37,344	32,386
HUDSON PAC PPTYS INC	666 shares	11,851	14,565

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
FIRST INDL REALTY TR INC	861 shares	14,506	15,024
GENERAL GROWTH PROPERTIE	2,421 shares	44,846	48,589
HILTON WORLDWIDE HLDGS	416 shares	9,079	9,256
GLIMCHER REALTY TR SBI	2,069 shares	22,597	19,366
HYATT HOTELS CORP	196 shares	7,874	9,694
HEALTHCARE TR OF AMERICA	1,793 shares	20,145	17,643
HERSHA HOSPTLTY TR A SBI	1,658 shares	7,752	9,235
HEALTH CARE REIT INC COM	680 shares	44,501	36,428
PUBLIC STORAGE INC	439 shares	55,082	66,078
RAMCO-GERSHENSON PPTYSBI	911 shares	14,489	14,339
REGENCY CENTERS CORP	867 shares	40,342	40,142
QTS RLTY TR INC COM CL A	421 shares	9,336	10,432
RETAIL PROPERTIES OF	1,051 shares	16,017	13,369
SOVRAN SELF STORAGE INC	255 shares	15,350	16,618
PROLOGIS INC	2,642 shares	93,026	97,622
SPIRIT REALTY CAPITAL IN	1,868 shares	19,088	18,362
SIMON PROPERTY GROUP DEL	1,376 shares	160,156	209,372
SL GREEN REALTY CORP	810 shares	64,510	74,828
WEINGARTEN RLTY INVS SBI	1,068 shares	32,825	29,285
W P CAREY INC COM	214 shares	13,656	13,129
VENTAS INC	1,445 shares	84,459	82,770
VORNADO REALTY TRUST	1,139 shares	93,958	101,132
PRUDENTIAL PLC	1,813 shares	33,716	81,585
MITSUBISHI CORP	1,675 shares	60,360	64,216
ATLAS COPCO AB	892 shares	9,522	24,833
CASH AMERICA INVT INC	694 shares	29,210	26,580
BIO RAD LABS CL A	180 shares	13,098	22,250
MOOG INC CL A	440 shares	19,168	29,894
FOREST CITY EN'TRPRS CL A	1,080 shares	17,817	20,628
KUBOTA LTD ADR	729 shares	30,039	60,944
ZURICH INSURANCE GROUP	1,521 shares	27,077	44,368
WYNN MACAU LTD SHS	673 shares	25,679	30,608
WPP PLC NEW/ADR	519 shares	20,182	59,612
VOLKSWAGEN A G ADR	1,418 shares	33,134	80,032
VODAFONE GROUP PLC NEW	3,042 shares	77,930	119,581
SABMILLER PLC SPON ADR	3,619 shares	189,408	185,582
ROYAL DUTCH SHELL PLC	1,615 shares	93,265	115,101
SIEMENS AG ADR	536 shares	41,022	74,241
SHIN-ETSU CHEM-UNSPON	3,431 shares	47,664	50,093
SCHNEIDER ELEC SA ADR	2,874 shares	47,366	50,439
SAP AKTIENGESSELLSCHAFT	910 shares	41,836	79,297
SANOFI SYNTHELBO SPN ADR	1,420 shares	59,541	76,155
ROCHE HLDG LTD	1,264 shares	52,482	88,733

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
RIO TINTO PLC SPNSRD ADR	1,811 shares	89,583	102,195
HENKEL KGAA SPN ADR	314 shares	19,554	36,638
ING GP NV SPSD ADR	4,028 shares	33,832	56,432
IMPERIAL TOB GRP SPS ADR	478 shares	28,244	37,179
INDUSTRL AND COMMRL BNK	2,625 shares	36,716	35,648
FRESNIUS M C AG SPN ADR	887 shares	29,824	31,559
HONDA MOTOR ADR NEW	1,170 shares	32,306	48,380
HANG LUNG PROPERTIES ADR	1,847 shares	36,390	29,053
HSBC HLDG PLC SPNADR NEW	1,889 shares	88,259	104,141
AKZO N V	843 shares	17,186	21,808
ALLINZ AKNGSLST SPD ADR	3,706 shares	39,776	67,190
ACE LIMITED	708 shares	47,285	73,299
ABB LTD SPON ADR	2,060 shares	32,534	54,714
ASML HLDG NV NY REG SHS	216 shares	13,398	20,239
MITSUBISHI ESTATE LTD	2,139 shares	39,268	64,469
NI'TO DENKO CORP ADR	1,689 shares	51,950	36,026
NIDEC CORPORATION ADR	1,180 shares	20,003	29,158
NOVARTIS ADR	4,644 shares	336,705	373,285
NOVO NORDISK A S ADR	153 shares	25,831	28,268
PING AN INS GROUP CO	1,964 shares	31,397	35,411
NESTLE S A REP RG SH ADR	1,249 shares	52,893	91,914
BNP PARIBAS SPONSORD ADR	1,247 shares	37,314	48,882
BASF AG SPON ADR	441 shares	33,911	47,535
AXA SA SPONSORED ADR	1,750 shares	29,793	48,808
BG GROUP PLC SPON ADR	4,500 shares	92,531	97,605
BHP LIMITED SPON ADR	3,163 shares	200,877	215,717
BRITISH AMN TOBACO SPADR	536 shares	34,614	57,577
ASTELLAS PHARMA INC SHS	2,726 shares	34,355	40,443
BAYER AG SPONSORED ADR	427 shares	23,473	60,634
BURBERRY GROPC-SP ADR	935 shares	38,057	47,264
BARCLAYS PLC ADR	3,297 shares	52,596	59,775
ANHEUSER-BUSCH INBEV ADR	574 shares	44,280	61,108
ARM HLDGS PLC SPN ADR	5,324 shares	260,613	291,388
CNOOC LTD SPN ADR	145 shares	23,779	27,211
CREDIT SUISSE GP SP ADR	1,459 shares	53,411	45,287
DBS GROUP HLDGS SPN ADR	717 shares	23,185	38,912
CANON INC ADR REP5SH	599 shares	19,879	19,168
CHEUNG KONG HLDGS LTD	3,803 shares	53,047	60,125
CIE FINANCIERE RICHEMONT	5,391 shares	29,158	53,910
CHINA CONSTRUCT UNSPN AD	2,238 shares	32,481	33,973
DANONE-SPONS ADR	25,270 shares	372,275	366,920
CENTRICA PLC	1,083 shares	23,058	25,104
TESCO PLC	2,498 shares	42,507	42,066

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
TEVA PHARMACTCL INDS ADR	1,030 shares	47,248	41,282
TULLOW OIL PLC SHS	3,345 shares	32,289	23,616
TOYOTA MOTOR CORP ADR	810 shares	72,779	98,755
TECHNIP-COFLEXIP ADR	1,417 shares	36,825	34,235
TAIWAN S MANUFCTRING ADR	1,868 shares	19,215	32,578
TOTAL S A SPONSORED ADR	1,885 shares	95,718	115,495
UNILEVER NV NEW	4,012 shares	137,609	161,404
KOMATSU NEW NEW SPNSDADR	1,837 shares	36,029	37,805
LVMH MOET HENNESSY ADR	1,387 shares	34,975	50,763
LAFARGE ADR NEW	2,398 shares	35,700	44,891
MARKS AND SPENCER GP ADR	2,866 shares	31,777	41,081
EAST JAPAN RY CO ADR	2,970 shares	34,694	39,739
FANUC LTD-UNSP	1,455 shares	36,415	44,683
ESSILOR INTL SA ADR	331 shares	17,668	17,718
DIAGEO PLC SPSD ADR NEW	1,955 shares	173,309	258,881
ORIENT-EXPRESS HOTELS A	1,091 shares	12,010	16,485
TOTAL COMMON STOCK		\$ 20,708,534	\$ 25,838,640
MUTUAL FUNDS			
PIMCO FIXED INCOME SHS	259,393 units	\$ 3,291,673	\$ 3,162,000
PIMCO FIXED INCOME SHS	275,353 units	2,700,248	2,913,235
TOTAL MUTUAL FUNDS		\$ 5,991,921	\$ 6,075,235
MONEY FUNDS			
BIF MONEY FUND	1,580,037 units	\$ 1,580,037	\$ 1,580,037
* PREFERRED DEPOSIT	2,082 units	2,082	2,082
TOTAL MONEY FUNDS		\$ 1,582,119	\$ 1,582,119

* Represents a party-in-interest

Alside Retirement Plan

**SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
(Modified Cash Basis)**

For the year ended December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

<u>Identity of Party</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Cost of Asset</u>	<u>Current Value of Asset on Transaction Date</u>	<u>Net Gain or (Loss)</u>
Category (iii) – Series of Transactions in excess of 5% of Plan assets:						
BlackRock	BIF Money Fund	\$ 10,437,250	\$ 10,296,746	\$ 10,296,746	\$ 20,733,996	\$ -

There were no category (i), (ii), or (iv) reportable transactions for the year ended December 31, 2013.

* Represents a party-in-interest

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

- **Round off amounts to nearest dollar.**
- **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Alsie Retirement Plan	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;">016</td> </tr> </table>	B Three-digit plan number (PN) ►	016
B Three-digit plan number (PN) ►	016		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Associated Materials, LLC	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">D Employer Identification Number (EIN)</td> <td style="width:40%; text-align: center;">75-1872487</td> </tr> </table>	D Employer Identification Number (EIN)	75-1872487
D Employer Identification Number (EIN)	75-1872487		

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a	36,121,232	
b Actuarial value	2b	35,867,385	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	343	19,616,537
b For terminated vested participants	3b	787	15,063,135
c For active participants:			
(1) Non-vested benefits	3c(1)		687,503
(2) Vested benefits	3c(2)		5,244,476
(3) Total active	3c(3)	214	5,931,979
d Total	3d	1,344	40,611,651
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.66 %	
6 Target normal cost	6	444,320	

Statement by Enrolled Actuary

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

SIGN HERE	<div style="text-align: center;"> Signature of actuary </div>	<div style="text-align: center;"> 10/08/2014 Date 14-06905 Most recent enrollment number (216) 525-5367 Telephone number (including area code) </div>
<div style="text-align: center;"> David A. Henderson Type or print name of actuary Hewitt Associates LLC Firm name 5005 Rockside Road Suite 1000 Independence OH 44131 Address of the firm </div>		

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

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.07</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		415
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		29
c Total available at beginning of current plan year to add to prefunding balance		444
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	88.31 %
15 Adjusted funding target attainment percentage	15	88.31 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.16 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	497,000		01/14/2014	497,000	
05/23/2013	13,722		06/20/2014	28,448	
07/11/2013	497,000		09/15/2014	424,000	
08/14/2013	13,459				
10/10/2013	497,000				
11/04/2013	13,526				
Totals ►			18(b)	2,481,155	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2,351,363

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	444,320	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4,744,266	1,906,237	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	2,350,557	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	2,350,557	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2,351,363	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	806	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Schedule SB, line 15—Reconciliation of Differences Between Valuation Results and
Amounts Used to Calculate AFTAP

The AFTAP for the Plan was originally issued September 30, 2013 based on the Funding Target measured under the Moving for Progress in the 21st Century Act (MAP-21) rules. When the Highway and Transportation Act of 2014 (HATFA) became law, the January 1, 2013 valuation was revised to reflect the new HATFA rules and the 2013 AFTAP was recertified on September 29, 2014. The inputs used in each certification are outline below:

	Original 9/30/2013 Certification	HATFA 9/29/2014 Certification
Funding Target	42,199,138	40,611,651
Values of Plan Assets	35,867,385	35,867,385
Funding Standard Carryover Balance	0	0
Prefunding Balance	0	0
Annuities Purchased for NHCE's	0	0
Security Posted	0	0
Certified AFTAP	84.99%	88.31%

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Alside Retirement Plan
 EIN: 75-1872487 PN: 016

Schedule SB, line 19—Discounted Employer Contributions
 Year applied for contributions: 2013

Date	Amount	Days to Discount to 1/1/2013 at 6.66%	Interest Adjusted Contribution
April 12, 2013	\$ 497,000	101	\$ 488,212
May 23, 2013	13,722	142	13,382
July 11, 2013	497,000	191	480,511
August 14, 2013	13,459	225	12,935
October 10, 2013	497,000	282	472,849
November 4, 2013	13,526	307	12,812
January 14, 2014	497,000	378	464,898
June 20, 2014	28,448	535	25,883
September 15, 2014	<u>424,000</u>	622	<u>379,881</u>
Total Contribution	\$ 2,481,155		\$ 2,351,363

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Alside Retirement Plan
 EIN: 75-1872487 PN: 016

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
60.5	5.00%	1.0000	3.03
61.5	5.00%	0.9500	2.92
62.5	50.00%	0.9025	28.20
63.5	25.00%	0.4513	7.16
64.5	25.00%	0.3384	5.46
65	100.00%	0.2538	16.50
Weighted Average			63.27

Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month look-back (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA.
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1st Segment Rate	5.23%.
2nd Segment Rate	6.51%.
3rd Segment Rate	7.16%.

Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month look-back (as of September 2012), without regard to the interest rate stabilization.
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1st Segment Rate	1.75%.
2nd Segment Rate	4.62%.
3rd Segment Rate	5.72%.

Salary Increases	N/A.
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Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.

Mortality Rates	
Healthy and Disabled	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).

Withdrawal Rates	See Table 2.
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Disability Rates	See Table 3.
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Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
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Surviving Spouse Benefit	It is assumed that 95% of males and 95% of females have an eligible spouse, and that males are one year older than their spouses.
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Benefit and Compensation Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.
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Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2011 Plan Year

8.00%, limited to 6.57%.

2012 Plan Year

7.50%.

Trust Expenses Included in Target Normal Cost

Prior year administrative expenses rounded to the nearest \$1,000 (\$437,000 for 2013).

Actuarial Method

Standard unit credit cost method.

Valuation Date

January 1, 2013.

Schedule SB Attachment (Form 5500)—2013 Plan Year
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EIN: 75-1872487 PN: 016

Table 1

Retirement Rates

<u>Age</u>	<u>Rate</u>
60	5.00%
61	5.00%
62	50.00%
63	25.00%
64	25.00%
65+	100.00%

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Table 2—Page 1 of 2
 Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
15	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
16	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
17	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
18	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
19	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
20	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
21	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
22	16.70%	16.70%	16.70%	16.70%	16.70%	16.70%
23	15.80%	15.80%	15.80%	15.80%	15.80%	15.80%
24	15.10%	15.10%	15.10%	15.10%	15.10%	15.10%
25	14.30%	14.30%	14.30%	14.30%	14.30%	14.30%
26	13.60%	13.60%	13.60%	13.60%	13.60%	13.60%
27	12.80%	12.80%	12.80%	12.80%	12.80%	12.80%
28	12.70%	12.10%	12.10%	12.10%	12.10%	12.10%
29	12.70%	11.90%	11.50%	11.50%	11.50%	11.50%
30	12.70%	11.90%	11.00%	10.80%	10.80%	10.80%
31	12.70%	11.90%	11.00%	10.20%	10.20%	10.20%
32	12.70%	11.90%	11.00%	10.20%	9.60%	9.60%
33	12.70%	11.90%	11.00%	10.20%	9.50%	9.00%
34	12.70%	11.90%	11.00%	10.20%	9.50%	8.50%
35	12.70%	11.90%	11.00%	10.20%	9.50%	7.90%
36	12.70%	11.90%	11.00%	10.20%	9.50%	7.40%
37	12.70%	11.90%	11.00%	10.20%	9.50%	6.90%
38	12.70%	11.90%	11.00%	10.20%	9.50%	6.50%
39	12.70%	11.90%	11.00%	10.20%	9.50%	6.00%
40	12.70%	11.90%	11.00%	10.20%	9.50%	5.60%
41	12.70%	11.90%	11.00%	10.20%	9.50%	5.20%
42	12.70%	11.90%	11.00%	10.20%	9.50%	4.90%
43	12.70%	11.90%	11.00%	10.20%	9.50%	4.50%
44	12.70%	11.90%	11.00%	10.20%	9.50%	4.20%

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Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
45	12.70%	11.90%	11.00%	10.20%	9.50%	3.90%
46	12.70%	11.90%	11.00%	10.20%	9.50%	3.60%
47	12.70%	11.90%	11.00%	10.20%	9.50%	3.40%
48	12.70%	11.90%	11.00%	10.20%	9.50%	3.10%
49	12.70%	11.90%	11.00%	10.20%	9.50%	2.90%
50	12.70%	11.90%	11.00%	10.20%	9.50%	2.70%
51	12.70%	11.90%	11.00%	10.20%	9.50%	2.60%
52	12.70%	11.90%	11.00%	10.20%	9.50%	2.40%
53	12.70%	11.90%	11.00%	10.20%	9.50%	2.30%
54	12.70%	11.90%	11.00%	10.20%	9.50%	2.20%
55+	12.70%	11.90%	11.00%	10.20%	9.50%	2.20%

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Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.027%	0.027%	45	0.144%	0.216%
16	0.027%	0.027%	46	0.162%	0.243%
17	0.027%	0.027%	47	0.189%	0.270%
18	0.027%	0.027%	48	0.225%	0.297%
19	0.027%	0.027%	49	0.252%	0.324%
20	0.027%	0.027%	50	0.297%	0.360%
21	0.027%	0.027%	51	0.351%	0.396%
22	0.027%	0.027%	52	0.414%	0.441%
23	0.027%	0.027%	53	0.477%	0.486%
24	0.027%	0.027%	54	0.549%	0.531%
25	0.027%	0.027%	55	0.621%	0.576%
26	0.027%	0.027%	56	0.693%	0.621%
27	0.027%	0.027%	57	0.774%	0.666%
28	0.027%	0.036%	58	0.855%	0.720%
29	0.027%	0.036%	59	0.945%	0.765%
30	0.027%	0.036%	60	1.035%	0.810%
31	0.027%	0.045%	61	1.134%	0.864%
32	0.027%	0.045%	62	1.242%	0.909%
33	0.027%	0.054%	63	1.359%	0.945%
34	0.027%	0.054%	64	1.476%	0.981%
35	0.036%	0.063%	65+	0.000%	0.000%
36	0.036%	0.072%			
37	0.045%	0.081%			
38	0.054%	0.090%			
39	0.063%	0.108%			
40	0.072%	0.117%			
41	0.081%	0.135%			
42	0.090%	0.153%			
43	0.108%	0.171%			
44	0.126%	0.198%			

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Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1988.
Freeze Date	December 31, 1998.
Participants	Any employee who has at least one year of continuous service as of December 31, 1998, regardless of age, and who is in a group of employees designated for coverage.
Normal Retirement Eligibility	Age 65 and five years of participation service.
Benefit	Special payment plus regular pension.
Early Retirement Eligibility	Either (1) or (2) below: 1. Age 60 and 15 years of continuous service. 2. 30 years of continuous service.
Benefit	Special payment plus regular pension benefit reduced for early commencement.

The regular pension benefit calculated for continuous service after January 1, 1988 shall be reduced as follows:

Age	Percentage	Age	Percentage
64	92.3%	59	65.4%
63	84.6%	58	61.5%
62	76.9%	57	57.7%
61	73.1%	56	52.9%
60	69.2%	55	48.6%

The regular pension benefit for continuous service prior to January 1, 1988 is unreduced if commencement is deferred to age 62, or if the participant has 30 or more years of continuous service at retirement; otherwise the regular pension benefit shall be actuarially reduced from age 62 to age 60.

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Disabled Retirement
Eligibility

Permanently disabled prior to age 65 and 15 years of continuous service.

Benefit

Regular pension benefits plus special payment plus an additional monthly supplemental benefit of \$400.00 payable during the period while the participant is not eligible for Social Security benefits.

For periods of service after January 1, 1988, the 1.90% accrual factor for the regular pension benefit shall be modified based on age at commencement as follows:

Age	Factor	Age	Factor
64	1.850%	59	1.675%
63	1.800%	58	1.650%
62	1.750%	57	1.625%
61	1.725%	56	1.594%
60	1.700%	55	1.556%

And the 0.65% accrual factor as follows:

Age	Factor	Age	Factor
64	0.600%	59	0.425%
63	0.550%	58	0.400%
62	0.500%	57	0.375%
61	0.475%	56	0.344%
60	0.450%	55	0.316%

The regular pension benefit for continuous service prior to January 1, 1988 is unreduced.

Additional Retirement Benefit
Eligibility

Participants retiring prior to January 1, 1990 under any type of retirement eligibility other than a deferred vested retirement.

Benefit

Annual benefit amounts ranging from \$1,000 to \$3,000 and varying by age and marital status.

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Deferred Vested Retirement
Eligibility

Participant as of December 31, 1998.

Benefit

Regular pension benefit payable at age 65, or actuarially reduced benefit payable as early as age 60.

Additional reductions apply to benefit for participants who incur a break in service during the 1988 calendar year and have less than 10 years of continuous service.

Qualified Preretirement Survivor Annuity
Eligibility

Participants as of December 31, 1998 who have been married for at least one year.

Benefit

50% of the regular pension benefit payable at participants' age 60, (or age at death if later) reduced for the cost of survivor annuity protection. Early retirement reductions apply only to deferred vested participants. This amount is then reduced by any predecessor plan pre-pension spouse coverage or surviving spouse benefit payable.

Surviving Spouse's Benefit
Eligibility

Fifteen years of continuous service.

Benefit

The greater of (1) and (2) below:

1. \$140.00 per month payable until the surviving spouse is eligible for widow's benefits provided under Social Security, and \$90.00 per month thereafter.
2. 50% of the regular pension benefit payable had the participant retired on the earlier of the date of his death or the last day of his continuous service. The benefit is not reduced for the cost of survivor annuity protection. This amount is offset by 50% of the widow's benefit provided under Social Security.

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Definitions

Continuous Service

Service beginning with the employee's last re-employment date and ending with the severance from service date (adjusted as required for breaks in service).

Special Payment

A lump sum payment equal to 13 weeks of base pay. This amount is reduced by the number of weeks of vacation pay entitled to in the year of retirement. The vacation schedule is as follows:

Years of Service	Weeks of Vacation
1-6	2
7-19	3
20+	4

The resulting lump sum amount replaces the first three months of Regular Pension benefit payments.

Furthermore, if the participant is a former participant under the USX plan, the payment is recalculated using 1984 base pay. This amount, which is payable by USX, is then subtracted from the payment amount based on current base pay. The end result is the amount payable by Alside.

The amount of the special payment was frozen 4/1/2010.

Regular Pension

Sum of (1) and (2) subject to (3) below:

1. The accrued benefit earned as of December 31, 1987.
2. 1.90% of average monthly earnings times years of continuous service from January 1, 1988 to December 31, 1998, less 0.65% of average monthly earnings not exceeding monthly covered compensation times years of continuous service from January 1, 1988 to December 31, 1998.
3. In no event, however, shall the 1988 annual accrual calculated under (b) above be less than 2% of average monthly earnings as of December 31, 1988 times continuous service from January 1, 1988 through December 31, 1988, offset by 1-2/3% of Social Security benefit times continuous service from January 1, 1988 through December 31, 1988.

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Covered Compensation	The average of the maximum taxable wage bases for the 35 calendar years ending with the year in which individual attains Social Security retirement age. In determining an individual's covered compensation in any given year, the current year's wage base is assumed to remain constant in future years. Notwithstanding the above, covered compensation is determined as of December 31, 1998.
Average Monthly Earnings	The monthly average of the 60 highest consecutive calendar month periods of total earnings in the last 120 months prior to the earlier of January 1, 1999 and the participant's termination.
Employee Contributions	For plan years prior to January 1, 1999, each participant was required to contribute 1-1/2% of earnings per year. For plan year's starting January 1, 1999 and later, no contributions are required.
Normal Form of Benefits	For unmarried participants: six-year certain and life annuity. For married participants: the actuarial equivalent qualified joint and survivor annuity.
Optional Forms of Benefits	50%, 75%, or 100% continuation of benefits to a co pensioner. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table, blended 50% male and 50% female and projected to 2008 at scale AA, with no age setbacks.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34					3					
35-39					6	1				
40-44					26	7				
45-49				2	27	14	6			
50-54				1	16	9	8	5		
55-59					14	7	10	8	5	1
60-64					5	7	10	2	9	1
65-69					1			2		
70+							1			

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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 2,650,767	January 1, 2008	2	\$ 1,359,159
Shortfall	\$ (652,574)	January 1, 2009	3	\$ (228,703)
Shortfall	\$ 2,585,331	January 1, 2010	4	\$ 696,563
Shortfall	\$ 2,509,958	January 1, 2011	5	\$ 554,431
Shortfall	\$ (3,640,003)	January 1, 2012	6	\$ (692,460)
Shortfall	\$ 1,290,787	January 1, 2013	7	\$ 217,247

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Schedule SB, line 15—Reconciliation of Differences Between Valuation Results and
Amounts Used to Calculate AFTAP

The AFTAP for the Plan was originally issued September 30, 2013 based on the Funding Target measured under the Moving for Progress in the 21st Century Act (MAP-21) rules. When the Highway and Transportation Act of 2014 (HATFA) became law, the January 1, 2013 valuation was revised to reflect the new HATFA rules and the 2013 AFTAP was recertified on September 29, 2014. The inputs used in each certification are outline below:

	Original 9/30/2013 Certification	HATFA 9/29/2014 Certification
Funding Target	42,199,138	40,611,651
Values of Plan Assets	35,867,385	35,867,385
Funding Standard Carryover Balance	0	0
Prefunding Balance	0	0
Annuities Purchased for NHCE's	0	0
Security Posted	0	0
Certified AFTAP	84.99%	88.31%

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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Days to Discount to 1/1/2013 at 6.66%	Interest Adjusted Contribution
April 12, 2013	\$ 497,000	101	\$ 488,212
May 23, 2013	13,722	142	13,382
July 11, 2013	497,000	191	480,511
August 14, 2013	13,459	225	12,935
October 10, 2013	497,000	282	472,849
November 4, 2013	13,526	307	12,812
January 14, 2014	497,000	378	464,898
June 20, 2014	28,448	535	25,883
September 15, 2014	424,000	622	379,881
Total Contribution	\$ 2,481,155		\$ 2,351,363

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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
60.5	5.00%	1.0000	3.03
61.5	5.00%	0.9500	2.92
62.5	50.00%	0.9025	28.20
63.5	25.00%	0.4513	7.16
64.5	25.00%	0.3384	5.46
65	100.00%	0.2538	16.50
Weighted Average			63.27

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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month look-back (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA.
1st Segment Rate	5.23%.
2nd Segment Rate	6.51%.
3rd Segment Rate	7.16%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month look-back (as of September 2012), without regard to the interest rate stabilization.
1st Segment Rate	1.75%.
2nd Segment Rate	4.62%.
3rd Segment Rate	5.72%.
Salary Increases	N/A.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.
Mortality Rates	
Healthy and Disabled	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	See Table 3.
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
Surviving Spouse Benefit	It is assumed that 95% of males and 95% of females have an eligible spouse, and that males are one year older than their spouses.
Benefit and Compensation Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$205,000.

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Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2011 Plan Year

8.00%, limited to 6.57%.

2012 Plan Year

7.50%.

Trust Expenses Included in Target Normal Cost

Prior year administrative expenses rounded to the nearest \$1,000 (\$437,000 for 2013).

Actuarial Method

Standard unit credit cost method.

Valuation Date

January 1, 2013.

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Table 1

Retirement Rates

Age	Rate
60	5.00%
61	5.00%
62	50.00%
63	25.00%
64	25.00%
65+	100.00%

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Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
15	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
16	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
17	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
18	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
19	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
20	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
21	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
22	16.70%	16.70%	16.70%	16.70%	16.70%	16.70%
23	15.80%	15.80%	15.80%	15.80%	15.80%	15.80%
24	15.10%	15.10%	15.10%	15.10%	15.10%	15.10%
25	14.30%	14.30%	14.30%	14.30%	14.30%	14.30%
26	13.60%	13.60%	13.60%	13.60%	13.60%	13.60%
27	12.80%	12.80%	12.80%	12.80%	12.80%	12.80%
28	12.70%	12.10%	12.10%	12.10%	12.10%	12.10%
29	12.70%	11.90%	11.50%	11.50%	11.50%	11.50%
30	12.70%	11.90%	11.00%	10.80%	10.80%	10.80%
31	12.70%	11.90%	11.00%	10.20%	10.20%	10.20%
32	12.70%	11.90%	11.00%	10.20%	9.60%	9.60%
33	12.70%	11.90%	11.00%	10.20%	9.50%	9.00%
34	12.70%	11.90%	11.00%	10.20%	9.50%	8.50%
35	12.70%	11.90%	11.00%	10.20%	9.50%	7.90%
36	12.70%	11.90%	11.00%	10.20%	9.50%	7.40%
37	12.70%	11.90%	11.00%	10.20%	9.50%	6.90%
38	12.70%	11.90%	11.00%	10.20%	9.50%	6.50%
39	12.70%	11.90%	11.00%	10.20%	9.50%	6.00%
40	12.70%	11.90%	11.00%	10.20%	9.50%	5.60%
41	12.70%	11.90%	11.00%	10.20%	9.50%	5.20%
42	12.70%	11.90%	11.00%	10.20%	9.50%	4.90%
43	12.70%	11.90%	11.00%	10.20%	9.50%	4.50%
44	12.70%	11.90%	11.00%	10.20%	9.50%	4.20%

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Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
45	12.70%	11.90%	11.00%	10.20%	9.50%	3.90%
46	12.70%	11.90%	11.00%	10.20%	9.50%	3.60%
47	12.70%	11.90%	11.00%	10.20%	9.50%	3.40%
48	12.70%	11.90%	11.00%	10.20%	9.50%	3.10%
49	12.70%	11.90%	11.00%	10.20%	9.50%	2.90%
50	12.70%	11.90%	11.00%	10.20%	9.50%	2.70%
51	12.70%	11.90%	11.00%	10.20%	9.50%	2.60%
52	12.70%	11.90%	11.00%	10.20%	9.50%	2.40%
53	12.70%	11.90%	11.00%	10.20%	9.50%	2.30%
54	12.70%	11.90%	11.00%	10.20%	9.50%	2.20%
55+	12.70%	11.90%	11.00%	10.20%	9.50%	2.20%

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Alside Retirement Plan
 EIN: 75-1872487 PN: 016

Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.027%	0.027%	45	0.144%	0.216%
16	0.027%	0.027%	46	0.162%	0.243%
17	0.027%	0.027%	47	0.189%	0.270%
18	0.027%	0.027%	48	0.225%	0.297%
19	0.027%	0.027%	49	0.252%	0.324%
20	0.027%	0.027%	50	0.297%	0.360%
21	0.027%	0.027%	51	0.351%	0.396%
22	0.027%	0.027%	52	0.414%	0.441%
23	0.027%	0.027%	53	0.477%	0.486%
24	0.027%	0.027%	54	0.549%	0.531%
25	0.027%	0.027%	55	0.621%	0.576%
26	0.027%	0.027%	56	0.693%	0.621%
27	0.027%	0.027%	57	0.774%	0.666%
28	0.027%	0.036%	58	0.855%	0.720%
29	0.027%	0.036%	59	0.945%	0.765%
30	0.027%	0.036%	60	1.035%	0.810%
31	0.027%	0.045%	61	1.134%	0.864%
32	0.027%	0.045%	62	1.242%	0.909%
33	0.027%	0.054%	63	1.359%	0.945%
34	0.027%	0.054%	64	1.476%	0.981%
35	0.036%	0.063%	65+	0.000%	0.000%
36	0.036%	0.072%			
37	0.045%	0.081%			
38	0.054%	0.090%			
39	0.063%	0.108%			
40	0.072%	0.117%			
41	0.081%	0.135%			
42	0.090%	0.153%			
43	0.108%	0.171%			
44	0.126%	0.198%			

Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1988.
Freeze Date	December 31, 1998.
Participants	Any employee who has at least one year of continuous service as of December 31, 1998, regardless of age, and who is in a group of employees designated for coverage.
Normal Retirement Eligibility	Age 65 and five years of participation service.
Benefit	Special payment plus regular pension.
Early Retirement Eligibility	Either (1) or (2) below: 1. Age 60 and 15 years of continuous service. 2. 30 years of continuous service.
Benefit	Special payment plus regular pension benefit reduced for early commencement.

The regular pension benefit calculated for continuous service after January 1, 1988 shall be reduced as follows:

Age	Percentage	Age	Percentage
64	92.3%	59	65.4%
63	84.6%	58	61.5%
62	76.9%	57	57.7%
61	73.1%	56	52.9%
60	69.2%	55	48.6%

The regular pension benefit for continuous service prior to January 1, 1988 is unreduced if commencement is deferred to age 62, or if the participant has 30 or more years of continuous service at retirement; otherwise the regular pension benefit shall be actuarially reduced from age 62 to age 60.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Disabled Retirement
Eligibility

Permanently disabled prior to age 65 and 15 years of continuous service.

Benefit

Regular pension benefits plus special payment plus an additional monthly supplemental benefit of \$400.00 payable during the period while the participant is not eligible for Social Security benefits.

For periods of service after January 1, 1988, the 1.90% accrual factor for the regular pension benefit shall be modified based on age at commencement as follows:

Age	Factor	Age	Factor
64	1.850%	59	1.675%
63	1.800%	58	1.650%
62	1.750%	57	1.625%
61	1.725%	56	1.594%
60	1.700%	55	1.556%

And the 0.65% accrual factor as follows:

Age	Factor	Age	Factor
64	0.600%	59	0.425%
63	0.550%	58	0.400%
62	0.500%	57	0.375%
61	0.475%	56	0.344%
60	0.450%	55	0.316%

The regular pension benefit for continuous service prior to January 1, 1988 is unreduced.

Additional Retirement Benefit
Eligibility

Participants retiring prior to January 1, 1990 under any type of retirement eligibility other than a deferred vested retirement.

Benefit

Annual benefit amounts ranging from \$1,000 to \$3,000 and varying by age and marital status.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Aside Retirement Plan
EIN: 75-1872487 PN: 016

Deferred Vested Retirement
Eligibility

Participant as of December 31, 1998.

Benefit

Regular pension benefit payable at age 65, or actuarially reduced benefit payable as early as age 60.

Additional reductions apply to benefit for participants who incur a break in service during the 1988 calendar year and have less than 10 years of continuous service.

Qualified Preretirement Survivor Annuity
Eligibility

Participants as of December 31, 1998 who have been married for at least one year.

Benefit

50% of the regular pension benefit payable at participants' age 60, (or age at death if later) reduced for the cost of survivor annuity protection. Early retirement reductions apply only to deferred vested participants. This amount is then reduced by any predecessor plan pre-pension spouse coverage or surviving spouse benefit payable.

Surviving Spouse's Benefit
Eligibility

Fifteen years of continuous service.

Benefit

The greater of (1) and (2) below:

1. \$140.00 per month payable until the surviving spouse is eligible for widow's benefits provided under Social Security, and \$90.00 per month thereafter.
2. 50% of the regular pension benefit payable had the participant retired on the earlier of the date of his death or the last day of his continuous service. The benefit is not reduced for the cost of survivor annuity protection. This amount is offset by 50% of the widow's benefit provided under Social Security.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Definitions

Continuous Service

Service beginning with the employee's last re-employment date and ending with the severance from service date (adjusted as required for breaks in service).

Special Payment

A lump sum payment equal to 13 weeks of base pay. This amount is reduced by the number of weeks of vacation pay entitled to in the year of retirement. The vacation schedule is as follows:

Years of Service	Weeks of Vacation
1–6	2
7–19	3
20+	4

The resulting lump sum amount replaces the first three months of Regular Pension benefit payments.

Furthermore, if the participant is a former participant under the USX plan, the payment is recalculated using 1984 base pay. This amount, which is payable by USX, is then subtracted from the payment amount based on current base pay. The end result is the amount payable by Alside.

The amount of the special payment was frozen 4/1/2010.

Regular Pension

Sum of (1) and (2) subject to (3) below:

1. The accrued benefit earned as of December 31, 1987.
2. 1.90% of average monthly earnings times years of continuous service from January 1, 1988 to December 31, 1998, less 0.65% of average monthly earnings not exceeding monthly covered compensation times years of continuous service from January 1, 1988 to December 31, 1998.
3. In no event, however, shall the 1988 annual accrual calculated under (b) above be less than 2% of average monthly earnings as of December 31, 1988 times continuous service from January 1, 1988 through December 31, 1988, offset by 1-2/3% of Social Security benefit times continuous service from January 1, 1988 through December 31, 1988.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Covered Compensation	The average of the maximum taxable wage bases for the 35 calendar years ending with the year in which individual attains Social Security retirement age. In determining an individual's covered compensation in any given year, the current year's wage base is assumed to remain constant in future years. Notwithstanding the above, covered compensation is determined as of December 31, 1998.
Average Monthly Earnings	The monthly average of the 60 highest consecutive calendar month periods of total earnings in the last 120 months prior to the earlier of January 1, 1999 and the participant's termination.
Employee Contributions	For plan years prior to January 1, 1999, each participant was required to contribute 1-1/2% of earnings per year. For plan year's starting January 1, 1999 and later, no contributions are required.
Normal Form of Benefits	For unmarried participants: six-year certain and life annuity. For married participants: the actuarial equivalent qualified joint and survivor annuity.
Optional Forms of Benefits	50%, 75%, or 100% continuation of benefits to a co pensioner. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table, blended 50% male and 50% female and projected to 2008 at scale AA, with no age setbacks.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Alside Retirement Plan
 EIN: 75-1872487 PN: 016

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34					3					
35-39					6	1				
40-44					26	7				
45-49				2	27	14	6			
50-54				1	16	9	8	5		
55-59					14	7	10	8	5	1
60-64					5	7	10	2	9	1
65-69					1			2		
70+							1			

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Schedule SB Attachment (Form 5500)—2013 Plan Year
Alside Retirement Plan
EIN: 75-1872487 PN: 016

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 2,650,767	January 1, 2008	2	\$ 1,359,159
Shortfall	\$ (652,574)	January 1, 2009	3	\$ (228,703)
Shortfall	\$ 2,585,331	January 1, 2010	4	\$ 696,563
Shortfall	\$ 2,509,958	January 1, 2011	5	\$ 554,431
Shortfall	\$ (3,640,003)	January 1, 2012	6	\$ (692,460)
Shortfall	\$ 1,290,787	January 1, 2013	7	\$ 217,247

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis)**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
GOVERNMENT SECURITIES			
U.S. TREASURY NOTE	1.13% 12/31/2019	\$ 647,921	\$ 622,393
U.S. TREASURY NOTE	0.75% 10/31/2017	1,045,325	1,026,064
U.S. TRSY INFLATION NTE	0.13% 7/15/2022	799,602	726,756
U.S. TREASURY NOTE	2.00% 2/15/2023	371,125	340,451
U.S. TREASURY NOTE	2.00% 11/15/2021	507,409	475,316
U.S. TRSRY INFLATION BON	2.50% 1/15/2029	594,507	503,698
U.S. TRSY INFLATION NOTE	2.38% 1/15/2025	377,948	336,131
FNMA PAB4102	3.50% 2041	205,425	198,462
FNMA PAE0949	4.00% 2041	90,022	86,935
FNMA PAE0937	3.50% 2041	194,402	190,730
FHLMC G0 702	5.00% 2039	25,952	25,689
FHLMC G0 855	4.00% 2043	193,529	190,580
FHLMC A9 640	3.50% 2041	246,792	233,875
FHLMC A9 680	4.00% 2041	262,403	252,435
FHLMC C0 900	3.50% 2042	19,518	18,448
FNMA PAO2993	3.50% 2042	2,705	2,563
FNMA PAU1629	3.00% 2043	109,587	106,816
FNMA PAP7553	3.00% 2042	348,138	314,226
FNMA P995672	4.50% 2039	88,908	88,071
FNMA PAB2527	4.00% 2041	7,295	7,039
FNMA P971036	4.50% 2039	19,804	19,817
FNMA P930071	6.00% 2038	23,065	24,999
FNMA PAA7681	4.50% 2039	61,684	61,115
FNMA P889579	6.00% 2038	63,752	68,398
FNMA P735580	5.00% 2035	90,010	98,624
FNMA P888407	5.00% 2036	12,477	12,518
FNMA PAL0160	4.50% 2041	19,329	19,004
FNMA PAI8194	4.50% 2041	41,419	40,847
FNMA PAL0065	4.50% 2041	166,657	175,043
FNMA PAH1559	4.00% 2040	289,317	281,639
FNMA PAJ5300	4.00% 2041	60,646	60,970
FNMA PAK6743	4.00% 2042	2,793	2,680
FNMA P190377	5.00% 2036	872	873
TOTAL GOVERNMENT SECURITIES		\$ 6,990,338	\$ 6,613,205

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
COMMON STOCKS			
V F CORPORATION	2,524 shares	\$ 71,686	\$ 157,346
VALSPAR CORP COM	753 shares	20,418	53,681
VARIAN MEDICAL SYS INC	3,333 shares	249,475	258,941
ZIMMER HOLDINGS INC COM	4,116 shares	367,323	383,570
XILINX INC	737 shares	17,194	33,843
WAL MART STORES INC	1,239 shares	83,234	97,497
WEYERHAEUSER CO	3,445 shares	56,558	108,759
VERIZON COMMUNICATNS COM	4,421 shares	169,419	217,248
WELLS FARGO & CO NEW DEL	5,303 shares	143,594	240,756
WHITING PETROLEUM CORP	743 shares	18,225	45,969
VISA INC CL A SHRS	2,243 shares	452,945	499,471
SEI CORP	8,003 shares	269,603	277,944
SNAP ON TOOL	517 shares	20,048	56,622
RYDER SYSTEM INC	423 shares	27,928	31,209
SBA COMMUNICATIONS CRP A	731 shares	12,766	65,673
SEMPRA ENERGY	777 shares	39,219	69,744
SCOTT CO	377 shares	15,982	23,457
PROCTER GAMBLE	4,853 shares	320,890	395,083
PROTECTIVE LIFE CORP COM	766 shares	23,035	38,806
SONOCO PRODUCTS CO	720 shares	24,491	30,038
SCHLUMBERGER LTD	4,109 shares	363,679	370,262
REPUBLIC SERVICES CL A	734 shares	20,280	24,369
REINSURANCE GROUP AMERICA	408 shares	23,977	31,583
RAYTHEON COMPANY	2,040 shares	94,985	185,028
RAYMOND JAMES FINL INC	694 shares	18,770	36,220
QUALCOMM INC	5,068 shares	369,711	376,299
PUB SVC ENTERPRISE GRP	1,494 shares	50,118	47,868
PRUDENTIAL FINANCIAL INC	1,874 shares	113,702	172,820
HUNTINGTON INGALLS INDS	383 shares	27,675	34,474
GOOGLE INC CL A	599 shares	468,089	671,305
HOME DEPOT INC	1,855 shares	104,816	152,741
GLOBAL PMTS INC	318 shares	11,116	20,667
HEXCEL CORP NEW	844 shares	20,903	37,718
GENERAL ELECTRIC	10,100 shares	203,704	283,103
GREENHILL COMPANY INC	2,329 shares	128,025	134,942
GENERAL MILLS	1,300 shares	51,150	64,883
GATX CORPORATION	743 shares	26,468	38,762
FRANKLIN RES INC	2,311 shares	128,653	133,414
FIFTH THIRD BANCORP	4,676 shares	73,295	98,336
FIRST POTOMAC RLTY TR	1,355 shares	20,449	15,759
HORACE MANN EDUCATORS CORP N	962 shares	26,670	30,341
HONEYWELL INTL INC DEL	1,107 shares	64,058	101,147

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
UBS AG	3,244 shares	53,371	62,447
ABBVIE INC SHS	1,094 shares	30,858	57,774
ABBOTT LABS	1,159 shares	40,370	44,424
AARON RENTS INC	774 shares	22,879	22,756
AMAZON COM INC COM	1,619 shares	536,556	645,641
ALTERA CORP COM	328 shares	10,611	10,664
ALLEGHENY TECH INC	784 shares	21,491	27,934
AKAMAI TECHNOLOGIES INC	773 shares	23,276	36,470
NABORS INDUSTRIES LTD	1,892 shares	28,357	32,145
AT& T INC	2,923 shares	80,301	102,773
MICROSOFT CORP	8,196 shares	220,471	306,612
OCCIDENTAL PETE CORP	1,254 shares	97,792	119,255
METLIFE INC COM	852 shares	41,473	45,940
NEXTERA ENERGY INC SHS	1,620 shares	100,248	138,704
NEWMONT MINING CORP	1,302 shares	58,439	29,985
NEWFIELD EXPL CO	898 shares	33,160	22,118
PRAXAIR INC	839 shares	82,868	109,095
PFIZER INC DEL PV\$0.05	4,710 shares	99,275	144,267
PHILIP MORRIS INTL INC	2,015 shares	159,708	175,567
MONOLITHIC PWR SYSTEMS	1,633 shares	22,426	56,600
NORTHEAST UTILITIES	1,505 shares	52,012	63,797
NORTHROP CORP DEL	940 shares	55,418	107,733
MONSTER BEVERAGE CORP	3,869 shares	221,493	262,202
PHILLIPS 66 SHS	565 shares	15,051	43,578
MONDELEZ INTERNATIONAL	2,544 shares	71,229	89,803
MOTOROLA SOLUTIONS INC	1,033 shares	63,026	69,728
ORACLE CORP \$0.01 DEL	10,830 shares	375,933	414,356
AMER EXPRESS COMPANY	4,304 shares	317,864	390,502
BORG WARNER AUTOMOTIVE INC	1,014 shares	27,924	56,693
AUTOMATIC DATA PROC	1,771 shares	141,618	143,095
BOSTON PPTYS INC	305 shares	24,871	30,613
AUTODESK INC COM	5,825 shares	247,899	293,108
AMGEN INC COM PV \$0.0001	1,941 shares	219,008	221,429
ANALOG DEVICES INC	864 shares	42,982	44,004
ASTORIA FINL CORP	1,464 shares	24,854	20,247
BRISTOL MYERS SQUIBB CO	4,000 shares	131,508	212,600
CBRE GROUP INC	1,121 shares	21,058	29,482
C R BARD INC	232 shares	16,952	31,074
AMERICAN TOWER REIT INC	614 shares	33,441	49,009
ANSYS INC	513 shares	20,780	44,734
COVANCE INC	342 shares	18,675	30,117
CSX CORP	1,730 shares	18,462	49,772
CONOCOPHILLIPS	1,195 shares	50,480	84,427

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
COCA COLA COM	7,015 shares	228,536	289,790
CITIGROUP INC COM NEW	1,921 shares	91,162	100,103
CABOT CORP	410 shares	17,464	21,074
CISCO SYSTEMS INC COM	20,545 shares	439,082	460,824
D R HORTON INC	1,602 shares	29,766	35,757
CHEVRON CORP	1,770 shares	187,340	221,091
CHUBB CORP	1,380 shares	92,868	133,349
COMCAST CRP NEW CL A SPL	3,705 shares	108,455	184,805
CENTENE CORP	714 shares	15,526	42,090
DARDEN RESTAURANTS INC	486 shares	18,213	26,424
DEERE CO	1,555 shares	116,356	142,018
SUNTRUST BKS INC COM	3,175 shares	90,897	116,872
UNTD TECHNOLOGIES CRP	1,792 shares	105,377	203,930
TRAVELERS COS INC	2,339 shares	122,863	211,773
TELEDYNE TECH INC	341 shares	23,848	31,324
TAL INTL GROUP INC	654 shares	34,719	37,507
TJX COS INC NEW	915 shares	15,115	58,313
TORONTO DOM BK ONT NEW	875 shares	64,291	82,460
US BANCORP (NEW)	3,018 shares	72,103	121,927
UNITED PARCEL SERVICES B	4,108 shares	403,029	431,669
3M COMPANY	845 shares	68,417	118,511
UNITED NAT FOODS INC	1,051 shares	22,234	79,235
ITRON INC	500 shares	22,786	20,715
INTL PAPER CO	1,334 shares	63,741	65,406
INTEL CORP	2,790 shares	66,710	72,414
INTL BUSINESS MACH	716 shares	114,146	134,300
INTL GAME TECHNOLOGY	1,199 shares	31,362	21,774
INTERCONTINENTALEXCHANGE	241 shares	13,784	54,206
INTEGRYS ENERGY GROUP	421 shares	21,265	22,907
INTUIT INC	725 shares	40,398	55,332
JOHNSON&JOHNSON	1,345 shares	93,591	123,189
JOY GLOBAL INC DEL COM	417 shares	30,970	24,390
JOHNSON CONTROLS INC	1,245 shares	39,388	63,869
LORILLARD INC	2,155 shares	78,497	109,215
MCDONALDS CORP COM	1,652 shares	129,117	160,294
MEADWESTVACO CORP	2,175 shares	54,893	80,323
LOWES COMPANIES INC	7,114 shares	340,797	352,499
KIMBERLY CLARK	865 shares	61,045	90,358
KINDER MORGAN INC. DEL	1,543 shares	57,032	55,548
KEYCORP NEW COM	2,728 shares	21,665	36,610
J P MORGAN CHASE AND CO	5,086 shares	180,556	297,429
MERCK AND CO INC SHS	6,005 shares	252,670	300,550
MEDICAL PPTYS TR INC	2,165 shares	25,979	26,456

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
MARATHON OIL CORP	1,845 shares	51,077	65,129
MARATHON PETROLEUM CORP	925 shares	33,696	84,850
FACTSET RESH SYS INC	1,683 shares	192,593	182,740
EXXON MOBIL CORP COM	2,380 shares	170,186	240,856
EATON VANCE CORP NVT	704 shares	18,204	30,124
EASTMAN CHEM CO	426 shares	9,644	34,378
FACEBOOK INC	8,628 shares	374,854	471,512
DOMINIUM RES INC NEW VA	2,325 shares	127,420	150,404
EXPEDITORS INTL WASH INC	7,365 shares	321,302	325,901
ENBRIDGE INC	2,465 shares	85,156	107,671
DOW CHEMICAL PV 2 50	1,365 shares	38,065	60,606
DUKE ENERGY CORP NEW	851 shares	58,467	58,728
E I DUPONT DE N\$1 66 2/3	2,945 shares	141,911	191,337
DUKE RLTY INVTS INC NEW	945 shares	14,667	14,213
FDL R INV TR SBI NEW MD	371 shares	38,129	37,623
EMPIRE ST RLTY TR INC	1,044 shares	14,017	15,973
ESSEX PPTY TR INC COM	126 shares	19,050	18,082
DOUGLAS EMMETT INC	1,158 shares	27,930	26,970
EXTRA SPACE STORAGE INC	508 shares	15,539	21,402
DIGITAL RLTY TR INC	153 shares	9,771	7,515
DIAMONDROCK HOSPITALITY	1,746 shares	17,644	20,166
EQUITY RSNTL PPTYS TR SBI	1,903 shares	105,107	98,709
UDR INC	2,954 shares	71,537	68,976
TOLL BROS INC COM	275 shares	8,467	10,175
TANGER FACTORY OUTLET CTRS I	564 shares	18,771	18,059
TAUBMAN CTRS INC	419 shares	27,632	26,782
STRATEGIC HOTEL CAP INC	2,670 shares	19,604	25,232
SUNSTONE HOTEL INVS INC	1,240 shares	15,409	16,616
CUBESMART COM	1,762 shares	23,278	28,086
DDR CORP COM	2,002 shares	32,441	30,771
CORP OFFICE PPTYS TRUST	894 shares	22,469	21,179
COUSINS PROPS INC	1,750 shares	17,922	18,025
APARTMENT INVT & MGMT CO	1,322 shares	29,028	34,253
BOSTON PPTYS INC	705 shares	73,210	70,761
AMERICAN ASSETS TR INC	587 shares	15,046	18,449
BRE PPTYS INC CL A	406 shares	20,578	22,212
OMEGA HEALTHCARE INVS INC	435 shares	14,204	12,963
NATIONAL RETAIL PPTYS	699 shares	23,811	21,201
PS BUSINESS PARKS INC	127 shares	9,263	9,705
HCP INC	711 shares	28,916	25,824
HOST MARRIOTT CORP MD	2,295 shares	38,979	44,615
HOME PPTYS N Y INC	604 shares	37,344	32,386
HUDSON PAC PPTYS INC	666 shares	11,851	14,565

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
FIRST INDL REALTY TR INC	861 shares	14,506	15,024
GENERAL GROWTH PROPERTIE	2,421 shares	44,846	48,589
HILTON WORLDWIDE HLDGS	416 shares	9,079	9,256
GLIMCHER REALTY TR SBI	2,069 shares	22,597	19,366
HYATT HOTELS CORP	196 shares	7,874	9,694
HEALTHCARE TR OF AMERICA	1,793 shares	20,145	17,643
HERSHA HOSPITALTY TR A SBI	1,658 shares	7,752	9,235
HEALTH CARE REIT INC COM	680 shares	44,501	36,428
PUBLIC STORAGE INC	439 shares	55,082	66,078
RAMCO-GERSHENSON PPTYSBI	911 shares	14,489	14,339
REGENCY CENTERS CORP	867 shares	40,342	40,142
QTS RLTY TR INC COM CL A	421 shares	9,336	10,432
RETAIL PROPERTIES OF	1,051 shares	16,017	13,369
SOVRAN SELF STORAGE INC	255 shares	15,350	16,618
PROLOGIS INC	2,642 shares	93,026	97,622
SPIRIT REALTY CAPITAL IN	1,868 shares	19,088	18,362
SIMON PROPERTY GROUP DEL	1,376 shares	160,156	209,372
SL GREEN REALTY CORP	810 shares	64,510	74,828
WEINGARTEN RLTY INVS SBI	1,068 shares	32,825	29,285
W P CAREY INC COM	214 shares	13,656	13,129
VENTAS INC	1,445 shares	84,459	82,770
VORNADO REALTY TRUST	1,139 shares	93,958	101,132
PRUDENTIAL PLC	1,813 shares	33,716	81,585
MITSUBISHI CORP	1,675 shares	60,360	64,216
ATLAS COPCO AB	892 shares	9,522	24,833
CASH AMERICA INVT INC	694 shares	29,210	26,580
BIO RAD LABS CL A	180 shares	13,098	22,250
MOOG INC CL A	440 shares	19,168	29,894
FOREST CITY ENTRPRS CL A	1,080 shares	17,817	20,628
KUBOTA LTD ADR	729 shares	30,039	60,944
ZURICH INSURANCE GROUP	1,521 shares	27,077	44,368
WYNN MACAU LTD SHS	673 shares	25,679	30,608
WPP PLC NEW/ADR	519 shares	20,182	59,612
VOLKSWAGEN A G ADR	1,418 shares	33,134	80,032
VODAFONE GROUP PLC NEW	3,042 shares	77,930	119,581
SABMILLER PLC SPON ADR	3,619 shares	189,408	185,582
ROYAL DUTCH SHELL PLC	1,615 shares	93,265	115,101
SIEMENS AG ADR	536 shares	41,022	74,241
SHIN-ETSU CHEM-UNSPON	3,431 shares	47,664	50,093
SCHNEIDER ELEC SA ADR	2,874 shares	47,366	50,439
SAP AKTIENGESSELLSCHAFT	910 shares	41,836	79,297
SANOFI SYNTHELBO SPN ADR	1,420 shares	59,541	76,155
ROCHE HLDG LTD	1,264 shares	52,482	88,733

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
RIO TINTO PLC SPNSRD ADR	1,811 shares	89,583	102,195
HENKEL KGAA SPN ADR	314 shares	19,554	36,638
ING GP NV SPSD ADR	4,028 shares	33,832	56,432
IMPERIAL TOB GRP SPS ADR	478 shares	28,244	37,179
INDUSTRL AND COMMRL BNK	2,625 shares	36,716	35,648
FRESNIUS M C AG SPN ADR	887 shares	29,824	31,559
HONDA MOTOR ADR NEW	1,170 shares	32,306	48,380
HANG LUNG PROPERTIES ADR	1,847 shares	36,390	29,053
HSBC HLDG PLC SPNADR NEW	1,889 shares	88,259	104,141
AKZO N V	843 shares	17,186	21,808
ALLINZ AKNGSLST SPD ADR	3,706 shares	39,776	67,190
ACE LIMITED	708 shares	47,285	73,299
ABB LTD SPON ADR	2,060 shares	32,534	54,714
ASML HLDG NV NY REG SHS	216 shares	13,398	20,239
MITSUBISHI ESTATE LTD	2,139 shares	39,268	64,469
NITTO DENKO CORP ADR	1,689 shares	51,950	36,026
NIDEC CORPORATION ADR	1,180 shares	20,003	29,158
NOVARTIS ADR	4,644 shares	336,705	373,285
NOVO NORDISK A S ADR	153 shares	25,831	28,268
PING AN INS GROUP CO	1,964 shares	31,397	35,411
NESTLE S A REP RG SH ADR	1,249 shares	52,893	91,914
BNP PARIBAS SPONSORD ADR	1,247 shares	37,314	48,882
BASF AG SPON ADR	441 shares	33,911	47,535
AXA SA SPONSORED ADR	1,750 shares	29,793	48,808
BG GROUP PLC SPON ADR	4,500 shares	92,531	97,605
BHP LIMITED SPON ADR	3,163 shares	200,877	215,717
BRITISH AMN TOBACO SPADR	536 shares	34,614	57,577
ASTELLAS PHARMA INC SHS	2,726 shares	34,355	40,443
BAYER AG SPONSORED ADR	427 shares	23,473	60,634
BURBERRY GROU PLC-SP ADR	935 shares	38,057	47,264
BARCLAYS PLC ADR	3,297 shares	52,596	59,775
ANHEUSER-BUSCH INBEV ADR	574 shares	44,280	61,108
ARM HLDGS PLC SPN ADR	5,324 shares	260,613	291,388
CNOOC LTD SPN ADR	145 shares	23,779	27,211
CREDIT SUISSE GP SP ADR	1,459 shares	53,411	45,287
DBS GROUP HLDGS SPN ADR	717 shares	23,185	38,912
CANON INC ADR REP5SH	599 shares	19,879	19,168
CHEUNG KONG HLDGS LTD	3,803 shares	53,047	60,125
CIE FINANCIERE RICHEMONT	5,391 shares	29,158	53,910
CHINA CONSTRUCT UNSPN AD	2,238 shares	32,481	33,973
DANONE-SPONS ADR	25,270 shares	372,275	366,920
CENTRICA PLC	1,083 shares	23,058	25,104
TESCO PLC	2,498 shares	42,507	42,066

Alside Retirement Plan

**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (Modified Cash Basis) – CONTINUED**

As of December 31, 2013

Employer Identification Number: 75-1872487

Plan Number: 016

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY DATE	COST	CURRENT VALUE
TEVA PHARMACTCL INDS ADR	1,030 shares	47,248	41,282
TULLOW OIL PLC SHS	3,345 shares	32,289	23,616
TOYOTA MOTOR CORP ADR	810 shares	72,779	98,755
TECHNIP-COFLEXIP ADR	1,417 shares	36,825	34,235
TAIWAN S MANUFCTRING ADR	1,868 shares	19,215	32,578
TOTAL S A SPONSORED ADR	1,885 shares	95,718	115,495
UNILEVER NV NEW	4,012 shares	137,609	161,404
KOMATSU NEW NEW SPNSDADR	1,837 shares	36,029	37,805
LVMH MOET HENNESSY ADR	1,387 shares	34,975	50,763
LAFARGE ADR NEW	2,398 shares	35,700	44,891
MARKS AND SPENCER GP ADR	2,866 shares	31,777	41,081
EAST JAPAN RY CO ADR	2,970 shares	34,694	39,739
FANUC LTD-UNSP	1,455 shares	36,415	44,683
ESSILOR INTL SA ADR	331 shares	17,668	17,718
DIAGEO PLC SPSD ADR NEW	1,955 shares	173,309	258,881
ORIENT-EXPRESS HOTELS A	1,091 shares	12,010	16,485
TOTAL COMMON STOCK		\$ 20,708,534	\$ 25,838,640
MUTUAL FUNDS			
PIMCO FIXED INCOME SHS	259,393 units	\$ 3,291,673	\$ 3,162,000
PIMCO FIXED INCOME SHS	275,353 units	2,700,248	2,913,235
TOTAL MUTUAL FUNDS		\$ 5,991,921	\$ 6,075,235
MONEY FUNDS			
BIF MONEY FUND	1,580,037 units	\$ 1,580,037	\$ 1,580,037
* PREFERRED DEPOSIT	2,082 units	2,082	2,082
TOTAL MONEY FUNDS		\$ 1,582,119	\$ 1,582,119

* Represents a party-in-interest

Alside Retirement Plan

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
(Modified Cash Basis)

For the year ended December 31, 2013

Employer Identification Number: 75-1872487
Plan Number: 016

Identity of Party	Description of Asset	Purchase	Selling	Cost of	Current Value	
		Price	Price	Asset	of Asset on	Transaction
					Date	Net Gain or (Loss)
Category (iii) – Series of Transactions in excess of 5% of Plan assets:						
BlackRock	BIF Money Fund	\$ 10,437,250	\$ 10,296,746	\$ 10,296,746	\$ 20,733,996	\$ -

There were no category (i), (ii), or (iv) reportable transactions for the year ended December 31, 2013.

* Represents a party-in-interest