

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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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>ELLWOOD QUALITY STEELS COMPANY 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/1987</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>25-1482572</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>724-658-6506</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>331110</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>08/01/1987</u>		2b Employer Identification Number (EIN) <u>25-1482572</u>		2c Sponsor's telephone number <u>724-658-6506</u>		2d Business code (see instructions) <u>331110</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>08/01/1987</u>											
2b Employer Identification Number (EIN) <u>25-1482572</u>											
2c Sponsor's telephone number <u>724-658-6506</u>											
2d Business code (see instructions) <u>331110</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ELLWOOD QUALITY STEELS COMPANY</u> <u>700 MORAVIA STREET</u> <u>NEW CASTLE, PA 16101-3950</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.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address BENTRAUM D. HUFFMAN ELLWOOD GROUP, INC 600 COMMERCIAL AVENUE ELLWOOD CITY, PA 16117		3b Administrator's EIN 45-3460056
		3c Administrator's telephone number 724-752-3680
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 202
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
c Other retired or separated participants entitled to future benefits		6c 8
d Subtotal. Add lines 6a , 6b , and 6c		6d 203
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e
f Total. Add lines 6d and 6e		6f 203
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 201
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2S 2T 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan ELLWOOD QUALITY STEELS COMPANY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ELLWOOD QUALITY STEELS COMPANY	D Employer Identification Number (EIN) 25-1482572

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
T.ROWE PRICE RETIREMENT PLAN

52-1714114

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

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

ROGERS FINANCIAL GROUP INC

2262 BLUE STONE HILLS DRIVE
HARRISONBURG, VA 22801

(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?
27	NONE	6252	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
RETIREMENT 2050 FUND	FORMULA IS .78% OF MARKET VALUE OF \$730,189	
52-1714114		
(a) Enter service provider name as it appears on line 2		
(b) Service Codes (see instructions)		
(c) Enter amount of indirect compensation		
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
T ROWE PRICE BALANCED	FORMULA IS .65% OF MARKET VALUE OF \$3,551,682	
52-1714114		
(a) Enter service provider name as it appears on line 2		
(b) Service Codes (see instructions)		
(c) Enter amount of indirect compensation		
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
T ROWE PRICE CAP APPRECIATIO	FORMULA IS .72% OF MARKET VALUE OF \$453,522	
52-1714114		

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
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
T ROWE PRICE EQUITY INCOME		FORMULA IS .68% OF MARKET VALUE OF \$2,388,058
52-1714114		
(a) Enter service provider name as it appears on line 2		
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
T ROWE PRICE GROWTH STOCK	FORMULA IS .70% OF MARKET VALUE OF \$2,034,411	
52-1714114		
(a) Enter service provider name as it appears on line 2		
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
T ROWE PRICE INTERNAT'L DISC	FORMULA IS 1.23% OF MARKET VALUE OF \$602,593	
52-1714114		

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
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
T ROWE PRICE MID-CAP GROWTH	FORMULA IS .80% OF MARKET VALUE OF \$2,630,178	
52-1714114		
(a) Enter service provider name as it appears on line 2		
(b) Service Codes (see instructions)		
(c) Enter amount of indirect compensation		
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
T ROWE PRICE MID-CAP VALUE	FORMULA IS .81% OF MARKET VALUE OF \$6,575,170	
52-1714114		
(a) Enter service provider name as it appears on line 2		
(b) Service Codes (see instructions)		
(c) Enter amount of indirect compensation		
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
T ROWE PRICE NEW HORIZONS	FORMULA IS .80% OF MARKET VALUE OF \$1,337,474	
52-1714114		

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
T.ROWE PRICE RETIREMENT PLAN	52	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE REAL ESTATE 52-1714114	THE FORMULA IS .78% OF MARKET VALUE OF \$442,289

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE RETIREMENT PLAN	52	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE RETIREMENT 2010 52-1714114	THE FORMULA IS .60% OF MARKET VALUE OF \$706,371

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE RETIREMENT PLAN	52	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE RETIREMENT 2020 52-1714114	THE FORMULA IS .69% OF MARKET VALUE OF \$9,132,906

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
T. ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation T ROWE PRICE RETIREMENT 2030 52-1714114		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. THE FORMULA IS .75% PF THE MARKET VALUE OF \$7,115,488		
(a) Enter service provider name as it appears on line 2 T. ROWE PRICE RETIREMENT PLAN		
(b) Service Codes (see instructions) 52		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation T ROWE PRICE RETIREMENT 2040 52-1714114		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. THE FORMULA IS .78% PF THE MARKET VALUE OF \$6,194,457		
(a) Enter service provider name as it appears on line 2 T. ROWE PRICE RETIREMENT PLAN		
(b) Service Codes (see instructions) 52		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation T ROWE PRICE RETIREMENT INCO 52-1714144		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. THE FORMULA IS .57% PF THE MARKET VALUE OF \$246,452		

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
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
T ROWE PRICE STABLE VALUE 52-1714114		THE FORMULA IS .20% OF THE MARKET VALUE OF \$3,690,470
(a) Enter service provider name as it appears on line 2		
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
T ROWE PRICE US TREAS INTERM 52-1714114		THE FORMULA IS .49% OF THE MARKET VALUE OF \$2,072,139
(a) Enter service provider name as it appears on line 2		
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		
T ROWE PRICE US TREAS MONEY 51-1714114		THE FORMULA IS .44% OF THE MARKET VALUE OF \$2,299,419

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
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation AF EURO-PACIFIC GROWTH 95-1411037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. THE FORMULA IS .50% OF THE MARKET VALUE OF \$2,042,047		
(a) Enter service provider name as it appears on line 2 T.ROWE PRICE RETIREMENT PLAN		
(b) Service Codes (see instructions) 52		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation DWS DREMAN SMALL CAP VALUE 13-3241232		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. THE FORMULA IS .80% OF THE MARKET VALUE OF \$399,015		
(a) Enter service provider name as it appears on line 2 T.ROWE PRICE RETIREMENT PLAN		
(b) Service Codes (see instructions) 52		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation VANGUARD MID CAP IND-SIGNAL 23-1945930		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. THE FORMULA IS .10% OF THE MARKET VALUE OF \$55,993		

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
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO DIVERSIFIED INCOME INS 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	THE FORMULA IS .75% OF THE MARKET VALUE OF \$311,899	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VANGUARD INST INDEX FUND 23-1945930	THE FORMULA IS .04% OF THE MARKET VALUE OF \$11,668,868	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T.ROWE PRICE RETIREMENT PLAN	52	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VANGUARD SMALL CAP INDEX 23-1945930	THE FORMULA IS .10% OF THE MARKET VALUE OF \$12,306	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: ALPERN ROSENTHAL	b EIN: 25-1724342
c Position: ACCOUNTANT	
d Address: 339 SIXTH AVENUE, 8TH FLOOR PITTSBURGH, PA 15222	e Telephone: 412-281-2501

Explanation: ALPERN ROSENTHAL HAS CEASED OPERATIONS AS A PUBLIC ACCOUNTING FIRM.

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>ELLWOOD QUALITY STEELS COMPANY 401(K) SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELLWOOD QUALITY STEELS COMPANY</u>		D Employer Identification Number (EIN) <u>25-1482572</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)	510329	700662
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	677223	644456
(9) Value of interest in common/collective trusts	1c(9)	5744630	3690470
(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)	49327096	63002926
(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	56259278	68038514

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	56259278	68038514
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2816605	
(B) Participants	2a(1)(B)	687577	
(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)		3504182

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	27819	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		27819

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2187759	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2187759

(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)		

(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-185208
(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)		9707095
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		15241647

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3445324	
(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)		3445324
f Corrective distributions (see instructions)	2f		9735
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1100	
(3) Investment advisory and management fees	2i(3)	6252	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7352
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3462411

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11779236
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: BDO USA, LLP

(2) EIN: 13-5381590

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		5000000
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>ELLWOOD QUALITY STEELS COMPANY 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELLWOOD QUALITY STEELS COMPANY</u>	D Employer Identification Number (EIN) <u>25-1482572</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-1481931</u> <u>52-1714114</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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



Tel: 412-281-2501
Fax: 412-471-1996
www.bdo.com

339 Sixth Avenue, 8th Floor
Pittsburgh, PA 15222

Independent Auditor's Report

To the Participants and Administrator
Ellwood Quality Steels Company 401(k) Savings Plan
New Castle, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Ellwood Quality Steels Company 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for plan benefits as of December 31, 2013, and the related statement of changes in net assets available for plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter - Supplemental Schedule

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

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012 were audited by Alpern Rosenthal, whose partners and professional staff joined BDO USA, LLP as of December 16, 2013 and has subsequently ceased operations. 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 Alpern Rosenthal not to perform, and they did not perform, any auditing procedures with respect to the information certified by T. Rowe Price Trust Company, the trustee of the Plan. Their report dated September 12, 2013 indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, were 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.

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

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

A handwritten signature in cursive script that reads "BDO USA, LLP".

Pittsburgh, Pennsylvania

October 15, 2014

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Schedule of Assets (Held at End of Year) (Schedule H, Line 4i)

EIN: 25-1482572 Plan #001

December 31, 2013			
(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
		Mutual Funds	
	American Funds	EuroPacific Growth	\$ 2,042,047
	DWS	Small Cap Value Institutional	399,015
*	T. Rowe Price Trust Company	Balanced Fund	3,551,682
		Capital Appreciation Fund	453,522
		Equity Income Fund	2,388,058
		Growth Stock Fund	2,034,411
		International Discovery Fund	602,593
		Mid-Cap Growth Fund	2,630,178
		Mid-Cap Value Fund	6,575,170
		New Horizons Fund	1,337,474
		Real Estate Fund	442,289
		Retirement 2010 Fund	706,371
		Retirement 2020 Fund	9,132,906
		Retirement 2030 Fund	7,115,488
		Retirement 2040 Fund	6,194,457
		Retirement 2050 Fund	730,189
		Retirement Income Fund	246,452
		U.S. Treasury Intermediate Fund	2,072,139
		U.S. Treasury Money Fund	2,299,419
	PIMCO	Diversified Income Institutional Fund	311,899
	Vanguard	Institutional Index Fund	11,668,868
		Mid-Cap Index Signal Fund	55,993
		Small-Cap Index Signal Fund	12,306
		Total Mutual Funds	63,002,926
		Collective Investment Trust	
*	T. Rowe Price Trust Company	Stable Value Common Trust Fund	3,690,470
		Notes Receivable From Participants	
*	Participant loans	4.25% - 6.25%	644,456
			\$ 67,337,852
*	Party-in-interest		

See independent auditor's report.



ELLWOOD QUALITY STEELS COMPANY 401(k) SAVINGS PLAN

Financial Statements
and Supplemental Information

December 31, 2013 and 2012

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

**Financial Statements
and
Supplemental Information**

December 31, 2013 and 2012

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339 Sixth Avenue, 8th Floor
Pittsburgh, PA 15222

Independent Auditor's Report

To the Participants and Administrator
Ellwood Quality Steels Company 401(k) Savings Plan
New Castle, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Ellwood Quality Steels Company 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for plan benefits as of December 31, 2013, and the related statement of changes in net assets available for plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter - Supplemental Schedule

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

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012 were audited by Alpern Rosenthal, whose partners and professional staff joined BDO USA, LLP as of December 16, 2013 and has subsequently ceased operations. 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 Alpern Rosenthal not to perform, and they did not perform, any auditing procedures with respect to the information certified by T. Rowe Price Trust Company, the trustee of the Plan. Their report dated September 12, 2013 indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, were 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.

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

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

A handwritten signature in dark ink that reads "BDO USA, LLP". The signature is written in a cursive, flowing style.

Pittsburgh, Pennsylvania

October 15, 2014

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Statements of Net Assets Available for Plan Benefits

December 31	2013	2012
ASSETS		
Investments - At fair value - Note 3		
Mutual funds	\$ 63,002,926	\$ 49,327,096
Collective investment trust	<u>3,690,470</u>	<u>5,744,630</u>
Total Investments	<u>66,693,396</u>	<u>55,071,726</u>
Receivables		
Employer contribution	700,662	510,329
Notes receivable from participants	<u>644,456</u>	<u>677,223</u>
Total Receivables	<u>1,345,118</u>	<u>1,187,552</u>
Total Assets at Fair Value	68,038,514	56,259,278
Adjustment From Fair Value to Contract Value for Interest in Collective Investment Trust Relating to Fully Benefit-responsive Investment Contracts	<u>(51,574)</u>	<u>(236,782)</u>
Net Assets Available for Plan Benefits	<u><u>\$ 67,986,940</u></u>	<u><u>\$ 56,022,496</u></u>

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

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Statements of Changes in Net Assets Available for Plan Benefits

For the Years Ended December 31	2013	2012
Additions		
Investment Income		
Interest and dividend income	\$ 2,215,578	\$ 1,531,000
Net appreciation in fair value of investments - Note 3	<u>9,707,095</u>	<u>4,943,809</u>
Total Investment Income	<u>11,922,673</u>	<u>6,474,809</u>
Contributions		
Employer	2,816,605	2,938,087
Participant	687,577	720,301
Rollover	<u>-</u>	<u>2,065</u>
Total Contributions	<u>3,504,182</u>	<u>3,660,453</u>
Total Additions	<u>15,426,855</u>	<u>10,135,262</u>
Deductions		
Distribution of benefits	3,455,059	4,966,323
Administrative fees and expenses	<u>7,352</u>	<u>4,359</u>
Total Deductions	<u>3,462,411</u>	<u>4,970,682</u>
Net Increase in Net Assets Available for Plan Benefits	11,964,444	5,164,580
Net Assets Available for Plan Benefits - Beginning of year	<u>56,022,496</u>	<u>50,857,916</u>
Net Assets Available for Plan Benefits - End of year	<u><u>\$ 67,986,940</u></u>	<u><u>\$ 56,022,496</u></u>

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

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements

Note 1 - Plan Description

The following description of the Ellwood Quality Steels Company 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

A. General

The Plan is a defined contribution plan covering substantially all salaried and hourly employees of Ellwood Quality Steels Company (the Company and Plan Sponsor) and is in accordance with Section 401 of the Internal Revenue Code (IRC). A full-time employee is eligible to participate in the Plan on the first day of the pay period following the earlier of completion of six months of service or completion of 1,000 hours of service within a 12-month time period. Part-time employees who have completed 1,000 hours of service within a 12-month time period are eligible to participate in the Plan on the first day of the pay period after they meet the service requirement.

In addition, the Plan includes an automatic enrollment policy. Under this policy, if an employee does not submit an automatic enrollment waiver within 30 days of becoming eligible, he or she will be automatically enrolled in the Plan at a 3% deferral rate. The deferral rate increases 1% per year up to 6%. An employee has the option to cease enrollment, withdraw all contributions and forfeit all Company contributions within 90 days of becoming eligible.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. Contributions

Participants may contribute pre-tax, a portion of their compensation from 1% up to a maximum allowable by the plan document and in accordance with other limiting provisions of the IRC and other applicable legal limits.

In any calendar year in which a participant is age 50 or older, an additional "catch-up contribution" (limited to \$5,500 in 2013 and 2012) may be made. Participants may also contribute amounts representing distributions from other qualified defined contribution plans.

During 2013 and 2012, the Company contributed 100% of the first 6% of base compensation that a participant contributed to the Plan.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 1 - Plan Description (Continued)

B. Contributions (Continued)

The Company may also make discretionary contributions which are determined by management during each calendar quarter. In order to be eligible to receive discretionary contributions, a participant must have worked at least 75% of the participant's regularly scheduled days for the calendar quarter and completed the sixth-month anniversary of his or her full-time employment commencement date with the Company prior to the beginning of the time period during which the participant must work at least 75% of their regularly scheduled days. The Company made discretionary contributions of approximately \$2,393,000 in 2013 and \$2,498,000 in 2012.

Participants may direct their contributions and any Company contributions made on their behalf to a variety of investment options provided by the Plan.

C. Participant Accounts

The trustee maintains separate participant accounts for each participant. Each participant's account is credited with their voluntary and rollover contributions, earnings on account investments, Company matching contributions and with an allocation of the Company's discretionary contributions. Allocations of the Company's discretionary contributions are based on a per capita basis. The benefit to which a participant is entitled is the benefit that can be provided from his or her vested account.

D. Vesting

Participants are immediately vested in their contributions, any Company contributions and earnings thereon.

E. Benefits

Upon termination of service, death, disability, or age 59½, participants may receive a lump-sum amount equal to the vested value of the participant's account. Unless a lump-sum distribution is required by the Plan, participants may elect to receive alternate forms of distributions as defined by the plan document. Participants are also entitled to receive all or a portion of their before-tax savings contributions in the form of a hardship withdrawal, if they have met plan provisions for such a withdrawal.

At December 31, 2013 and 2012, there were no significant amounts allocated to accounts of individuals who have withdrawn from the Plan but have not been paid.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 1 - Plan Description (Continued)

F. Notes Receivable From Participants

Participants may request a loan from the Plan. Participants may borrow from their accounts a minimum of \$1,000 and a maximum equal to the lesser of (a) 50% of their vested balance, (b) \$50,000, reduced by the participant's highest outstanding loan balance during the prior 12 months or (c) the portion of their account attributable to participant and rollover contributions. Loan terms generally range from 12 to 60 months, unless the loan is made for the purchase of a participant's principal residence. The loans are secured by the balance of the participant's account and bear interest at a reasonable rate, as defined by the plan agreement.

G. Plan Termination

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

Note 2 - Summary of Significant Accounting Policies

A. Basis of Accounting

The financial statements of the Plan are maintained on the accrual basis of accounting.

B. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Investment Valuation, Income Recognition and Risks

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers the assumptions that market participants would use when pricing the asset or liability.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 2 - Summary of Significant Accounting Policies (Continued)

C. Investment Valuation, Income Recognition and Risks (Continued)

The three levels of inputs that may be used to measure fair value are as follows:

- Level 1 - Observable inputs such as quoted prices in active markets for identical investments that the Plan has the ability to access.
- Level 2 - Inputs include:
 - a. Quoted prices for similar assets or liabilities in active markets;
 - b. Quoted prices for identical or similar assets or liabilities in inactive markets;
 - c. Inputs, other than quoted prices in active markets, that are observable either directly or indirectly;
 - d. Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.
- Level 3 - Unobservable inputs in which there is little or no market activity for the asset or liability, which require the reporting entity to develop its own estimates and assumptions relating to the pricing of the asset or liability including assumptions regarding risk.

The asset's 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.

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

Mutual funds are public investment vehicles valued using the net asset value provided by the administrator of the fund on the last day of the Plan's year end using a quoted price in an active market and are classified within Level 1 of the fair value hierarchy.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 2 - Summary of Significant Accounting Policies (Continued)

C. Investment Valuation, Income Recognition and Risks (Continued)

The T. Rowe Price Stable Value Common Trust Fund is a common collective trust fund which holds interests in fully benefit-responsive contracts. The investment contract is presented at fair value with an adjustment to contract value. Investment contracts are generally permitted to be valued at contract value, rather than fair value, to the extent they are fully benefit-responsive because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fully benefit-responsive investment contracts are included at fair value in the investments of the Plan and are adjusted to contract value in the statements of net assets available for benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Collective investment trusts are public investment vehicles valued using net asset value (NAV) provided by the trustee on the last day of the Plan's year end. The NAV is based on the value of the underlying assets owned by the trust, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within Level 2 of the fair value hierarchy. In 2013, the common collective trust fund is valued using \$1 for the NAV per unit. The common collective trust fund seeks to maximize current income consistent with the maintenance of principal and to provide for withdrawals for certain participant-initiated transactions under a retirement plan without penalty or adjustment. Trust units may be redeemed on a daily basis to meet benefit payments and other participant-initiated withdrawals permitted by retirement plans invested in the trust.

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

The cost of investments sold, distributed, or forfeited is determined using the specific identification method. Investment purchases and sales are accounted for on a trade-date basis. Interest and dividend income is recorded when earned.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 2 - Summary of Significant Accounting Policies (Continued)

C. Investment Valuation, Income Recognition and Risks (Continued)

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investments and the level of uncertainty related to changes in the value of these investments, it is at least reasonably possible that changes in the near term could materially affect the amounts reported in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits.

D. Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

E. Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair values of investments.

F. Administrative Fees and Expenses

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

G. Benefit Payments

Benefits are recorded when paid.

H. Subsequent Events

The Plan Sponsor evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through October 15, 2014, the day the financial statements were approved and authorized for issue.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 3 - Investments

The following tables set forth the fair value of the Plan's assets measured on a recurring basis, by level, as described in Note 2:

	<u>As of December 31, 2013</u>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds			
Allocation	\$ 4,005,204	\$ -	\$ 4,005,204
Blend	14,025,666	-	14,025,666
Bond	2,384,038	-	2,384,038
Growth	6,002,063	-	6,002,063
International	602,593	-	602,593
Money market	2,299,419	-	2,299,419
Real estate	442,289	-	442,289
Target date	23,879,411	-	23,879,411
Value	<u>9,362,243</u>	<u>-</u>	<u>9,362,243</u>
 Total mutual funds	 63,002,926	 -	 63,002,926
 Collective investment trust	 <u>-</u>	 <u>3,690,470</u>	 <u>3,690,470</u>
 Total assets at fair value	 <u>\$63,002,926</u>	 <u>\$ 3,690,470</u>	 <u>\$66,693,396</u>

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 3 - Investments (Continued)

	<u>As of December 31, 2012</u>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds			
Allocation	\$ 2,876,860	\$ -	\$ 2,876,860
Blend	10,793,289	-	10,793,289
Bond	2,094,393	-	2,094,393
Growth	4,272,987	-	4,272,987
International	314,011	-	314,011
Money market	2,762,049	-	2,762,049
Real estate	505,464	-	505,464
Target date	18,786,555	-	18,786,555
Value	<u>6,921,488</u>	<u>-</u>	<u>6,921,488</u>
 Total mutual funds	 49,327,096	 -	 49,327,096
 Collective investment trust	 <u>-</u>	 <u>5,744,630</u>	 <u>5,744,630</u>
 Total assets at fair value	 <u>\$49,327,096</u>	 <u>\$ 5,744,630</u>	 <u>\$55,071,726</u>

The following table sets forth the fair values of the Plan's investments that represent 5% or more of net assets available for plan benefits at December 31:

	<u>2013</u>	<u>2012</u>
T. Rowe Price Balanced Fund	\$ 3,551,682	*
T. Rowe Price Mid-Cap Value Fund	\$ 6,575,170	\$ 5,095,233
T. Rowe Price Retirement 2020 Fund	\$ 9,132,906	\$ 7,883,957
T. Rowe Price Retirement 2030 Fund	\$ 7,115,488	\$ 5,523,454
T. Rowe Price Retirement 2040 Fund	\$ 6,194,457	\$ 4,389,881
T. Rowe Price Stable Value Common Trust Fund	\$ 3,690,470	\$ 5,744,630
Vanguard 500 Index Signal Fund	N/A	\$ 8,535,554
Vanguard Institutional Index Fund	\$11,668,868	N/A

* Did not meet 5% threshold

N/A - Fund was not a component of the Plan's investment options

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 3 - Investments (Continued)

The net appreciation in the Plan's investments, including investments bought, sold and held during the year, was related to mutual funds in 2013 and 2012.

Note 4 - Certification of Financial Information

T. Rowe Price Trust Company, the trustee of the Plan, has certified that the investment information related to investments and notes receivable from participants summarized in the statements of net assets available for plan benefits as of December 31, 2013 and 2012, and the statements of changes in net assets available for plan benefits for the years ended December 31, 2013 and 2012 is complete and accurate.

Note 5 - Party-in-interest Transactions

Certain plan investments in mutual funds and the collective investment trust are managed by the trustee. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for custodian and recordkeeping services were not significant for the years ended December 31, 2013 and 2012. These transactions are not, however, considered prohibited transactions under Section 408(b) of the ERISA regulations.

Certain administrative functions are performed by officers or employees of the Company at no cost to the Plan.

Note 6 - Income Tax Status

The Plan obtained its latest determination letter dated April 23, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has since been amended. The plan administrator, the trustee and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 a taxing authority. The Company has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013 and 2012, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes the Plan is no longer subject to income tax examinations for years prior to 2010.

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Notes to the Financial Statements (Continued)

Note 7 - Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for plan benefits per the financial statements	\$67,986,940	\$56,022,496
Investment contract valuation - adjustment between fair value and contract value	<u>51,574</u>	<u>236,782</u>
Net assets available for plan benefits per Schedule H of Form 5500	<u>\$68,038,514</u>	<u>\$56,259,278</u>

The following is a reconciliation of net appreciation in the fair value of investments per the financial statements for the years ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	<u>2013</u>	<u>2012</u>
Net appreciation in the fair value of investments per the financial statements	\$ 9,707,095	\$ 4,943,809
Net change in the fair value adjustment for the collective investment trust	(<u>185,208</u>)	<u>33,927</u>
Net appreciation in the fair value of investments per Schedule H of Form 5500	<u>\$ 9,521,887</u>	<u>\$ 4,977,736</u>

The collective investment trust is carried at contract value in the Plan's financial statements and fair value in the Plan's Form 5500.

SUPPLEMENTAL INFORMATION

**ELLWOOD QUALITY STEELS COMPANY
401(k) SAVINGS PLAN**

Schedule of Assets (Held at End of Year) (Schedule H, Line 4i)

EIN: 25-1482572 Plan #001

December 31, 2013			
(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
		Mutual Funds	
	American Funds	EuroPacific Growth	\$ 2,042,047
	DWS	Small Cap Value Institutional	399,015
*	T. Rowe Price Trust Company	Balanced Fund	3,551,682
		Capital Appreciation Fund	453,522
		Equity Income Fund	2,388,058
		Growth Stock Fund	2,034,411
		International Discovery Fund	602,593
		Mid-Cap Growth Fund	2,630,178
		Mid-Cap Value Fund	6,575,170
		New Horizons Fund	1,337,474
		Real Estate Fund	442,289
		Retirement 2010 Fund	706,371
		Retirement 2020 Fund	9,132,906
		Retirement 2030 Fund	7,115,488
		Retirement 2040 Fund	6,194,457
		Retirement 2050 Fund	730,189
		Retirement Income Fund	246,452
		U.S. Treasury Intermediate Fund	2,072,139
		U.S. Treasury Money Fund	2,299,419
	PIMCO	Diversified Income Institutional Fund	311,899
	Vanguard	Institutional Index Fund	11,668,868
		Mid-Cap Index Signal Fund	55,993
		Small-Cap Index Signal Fund	12,306
		Total Mutual Funds	63,002,926
		Collective Investment Trust	
*	T. Rowe Price Trust Company	Stable Value Common Trust Fund	3,690,470
		Notes Receivable From Participants	
*	Participant loans	4.25% - 6.25%	644,456
			\$ 67,337,852
*	Party-in-interest		

See independent auditor's report.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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 4085 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1510-0110
1510-0089**2013****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**

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

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 ELLWOOD QUALITY STEELS COMPANY 401(K) SAVINGS PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 08/01/1987
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) ELLWOOD QUALITY STEELS COMPANY 700 MORAVIA STREET NEW CASTLE PA 16101-3950	2b Employer Identification Number (EIN) 25-1482572 2c Sponsor's telephone number 724-658-6506 2d Business code (see instructions) 331110

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	<i>Bentraum D. Huffman</i>	<i>10/15/14</i>	BENTRAUM D. HUFFMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

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

Form 5500 (2013)
v. 130118

Form 5500 (2013) 130118

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3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address Bentraum D. Huffman ELLWOOD GROUP, INC 600 COMMERCIAL AVENUE ELLWOOD CITY PA 16117	3b Administrator's EIN 45-3460056 3c Administrator's telephone number 724-752-3680
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 202
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 b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a, 6b, and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a 195 6b 6c 8 6d 203 6e 6f 203 6g 201 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2S 2T 3F 3H	

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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** (DRE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)