Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
KELLEY-CLARKE, LLC EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1982

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

ACOSTA SALES AND MARKETING

6600 CORPORATE CENTER PARKWAY
JACKSONVILLE, FL 32216

2b Employer Identification Number (EIN)
59-3522052

2c Sponsor's telephone number
904-296-4496

2d Business code (see instructions)
424400

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.	01/06/2015	CHARLES DURKOT, EA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/06/2015	CHARLES DURKOT, EA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	725
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**	69
b	Retired or separated participants receiving benefits	**6b**	273
c	Other retired or separated participants entitled to future benefits	**6c**	383
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	725
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	725
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1I

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)** [X] 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

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

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

A Name of plan
KELLEY-CLARKE, LLC EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ACOSTA SALES AND MARKETING

D Employer Identification Number (EIN)
59-3522052

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

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

Part I Basic Information

1 Enter the valuation date: Month 04 Day 01 Year 2013

2 Assets:

a Market value	**2a**	19238077
b Actuarial value	**2b**	18842419

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	259	13097939
b For terminated vested participants	**3b**	335	3718434
c For active participants:			
(1) Non-vested benefits	**3c(1)**		0
(2) Vested benefits	**3c(2)**		1290415
(3) Total active	**3c(3)**	131	1290415
d Total	**3d**	725	18106788

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

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.18 %
6 Target normal cost	**6**	119843

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary	05/23/2013 Date
JOHN S. MINCIN Type or print name of actuary	14-06658 Most recent enrollment number
DUNBAR, BENDER & ZAPF, INC. Firm name	412-263-0102 Telephone number (including area code)
437 GRANT STREET SUITE 1100 PITTSBURG, PA 15219-6114 Address of the firm	

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1721580	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	143724	0
9	Amount remaining (line 7 minus line 8)	1577856	0
10	Interest on line 9 using prior year's actual return of 10.53 %	166148	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.15 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1744004	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.43 %
15	Adjusted funding target attainment percentage	15	104.06 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	88.13 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/15/2013	250000	0			
10/15/2013	250000	0			
01/15/2014	250000	0			
04/15/2014	650000	0			
			Totals ► 18(b)	1400000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1336947

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

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

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

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

Part VI Miscellaneous Items

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

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	**31a**	119843
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	3144502	980243
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	1100086

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

36 Additional cash requirement (line 34 minus line 35)	**36**	1100086
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	1336947

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

a Total (excess, if any, of line 37 over line 36)	**38a**	236861
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	

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

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

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

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

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

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

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

A Name of plan	**B** Three-digit plan number (PN) ▶
KELLEY-CLARKE, LLC EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
ACOSTA SALES AND MARKETING	59-3522052

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

AMI BENEFIT PLAN ADMINISTRATORS INC

100 TERRA BELLA DRIVE
YOUNGSTOWN, OH 44505

34-1781113

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 38	NONE	47079	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [ ]

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

THE NEWPORT GROUP

300 INTERNATIONAL PARKWAY
SUITE 270
HEATHROW, FL 32746

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	20056	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [ ]

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

DUNBAR, BENDER & ZAPF, INC

437 GRANT STREET
FRICK BUILDING, SUITE 1100
PITTSBURG, PA 15219

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	23600	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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 04/01/2013 and ending 03/31/2014

A Name of plan
KELLEY-CLARKE, LLC EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACOSTA SALES AND MARKETING

D Employer Identification Number (EIN)
59-3522052

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	161	7171
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	250000	650000
(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)	1318301	1284424
(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)	5682058	6234320
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	12004027	13199717
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	19254547	21375632
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	19254547	21375632

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1400000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1400000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	482395	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		482395
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(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)		
(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)		1797344
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3679739
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1421323	
(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)		1421323
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	23600	
(2) Contract administrator fees	2i(2)	47079	
(3) Investment advisory and management fees	2i(3)	20056	
(4) Other	2i(4)	46596	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		137331
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1558654
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2121085
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ENNIS, PELLUM & ASSOCIATES, P.A. **(2)** EIN: 59-1843700

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

A Name of plan
KELLEY-CLARKE, LLC EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACOSTA SALES AND MARKETING

D Employer Identification Number (EIN)
59-3522052

Part I Distributions

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

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

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): 42-1558009

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 | 0

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Kelley-Clarke, LLC
Employees' Defined Benefit Pension Plan and Trust

Financial Statements
as of and for the Years Ended
March 31, 2014 and 2013
and Independent Auditors' Report
and Supplemental Information

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

ENNIS PELLUM & ASSOCIATES, CPAs

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
Kelley-Clarke, LLC Employees' Defined Benefit Pension Plan and Trust
Jacksonville, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Kelley-Clarke, LLC Employees' Defined Benefit Pension Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of March 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 8, which was certified by Charles Schwab Bank, 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 years ended March 31, 2014 and 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

The schedule of assets (held at end of year) as of March 31, 2014, and schedule of reportable transactions for the year ended March 31, 2014, which are the responsibility of management, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements, 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.

Ennis, Pellum & Associates, PA

Jacksonville, Florida
December 30, 2014

KELLEY-CLARKE, LLC
EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
MARCH 31, 2014 AND 2013

	2014	2013
CASH	**$ 7,171**	**$ 161**
INVESTMENTS, AT FAIR VALUE:		
Mutual funds	19,434,037	17,686,085
Money market fund	1,284,424	1,318,301
Total Investments	**20,718,461**	**19,004,386**
EMPLOYER CONTRIBUTION RECEIVABLE	**650,000**	**250,000**
NET ASSETS AVAILABLE FOR BENEFITS	**$ 21,375,632**	**$ 19,254,547**

See accompanying notes to financial statements.

KELLEY-CLARKE, LLC
EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED MARCH 31, 2014 AND 2013

	2014	2013
INVESTMENT INCOME:		
Net appreciation in fair value of investments	$ 1,797,344	$ 1,246,015
Dividend and interest income	482,395	602,523
Total Investment Income	**2,279,739**	**1,848,538**
CONTRIBUTIONS:		
Employer	1,400,000	1,000,185
Total Contributions	**1,400,000**	**1,000,185**
DEDUCTIONS:		
Benefits paid directly to participants	1,421,323	1,519,897
Administrative charges and fees	137,331	119,843
Total Deductions	**1,558,654**	**1,639,740**
NET INCREASE	**2,121,085**	**1,208,983**
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	**19,254,547**	**18,045,564**
END OF YEAR	**$ 21,375,632**	**$ 19,254,547**

See accompanying notes to financial statements.

1. DESCRIPTION OF PLAN:

The following description of the Kelley-Clarke LLC, Employees' Defined Benefit Pension Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan covering substantially all employees over age 20 ½ who have greater than 6 months of service and who are not members of any collective bargaining unit whose retirement benefits are the subject of good faith bargaining. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974, as amended.

Kelley-Clarke, LLC (the Company) was acquired by Acosta, Inc. in June 1999. In connection with the acquisition, Acosta, Inc. now serves as the Plan Sponsor.

Benefit Accruals

As of March 31, 1994, Kelley-Clarke, Inc. (the Company) amended the Plan to cease future benefit accruals. As a result, the participants' benefits have been frozen such that future service and salary are not considered, and no further benefits will accrue.

Pension Benefits

Employees with 5 or more years of service are entitled to annual pension benefits beginning at age 65 or after 35 years of service, whichever is earlier. As of April 1, 1991, the Plan was amended to provide the benefits equal to the greater of:

a) The frozen accrued benefit computed at March 31, 1991, as 40% of their annual compensation averaged over the five highest consecutive calendar years reduced by (i) 22% of their projected annual Social Security retirement benefits, and (ii) 1/20 for each year of service less than 20 that employees have completed at their normal retirement age, further multiplied by their ratio of participation at March 31, 1991, and the total participation expected at normal retirement age, or

b) 30% of their annual compensation averaged over the five highest consecutive calendar years reduced by (i) 22% of their projected annual Social Security retirements benefits, and (ii) 1/20 of each year of service less than 20 that employees have completed at their normal retirement age, further multiplied by their ratio of participation at March 31, 1991, and the total participation expected at normal retirement age.

1. DESCRIPTION OF PLAN (CONTINUED):

Pension Benefits (Continued)

Employees may elect to receive their pension benefits in the form of a joint and survivor annuity or as a life annuity. If employees terminate prior to reaching their normal retirement date, they shall be entitled to receive a deferred retirement income benefit equal to the vested interest in their accrued benefits earned to the date of their termination.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Administrative Fees

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are accumulated based on employees' compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from plan assets are excluded from accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent enrolled actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability or retirement) between the valuation date and the expected date of payment. These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

The significant actuarial assumptions used in the valuation are as follows:

a) Life expectancy of participants – RP-2000 Combined Table; the IRC 417(e) lump sum tables 2013
b) Retirement age (assumed average) – 65 years
c) Investment return (assumed average) – 6.00% per annum
d) Salary increase assumption – 0% due to amendment to cease future benefit accruals

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Actuarial Present Value of Accumulated Plan Benefits (Continued)

See Note 7 for a presentation of the actuarial present value of accumulated plan benefits and changes therein as of and for the year ended March 31, 2013. The computations of the actuarial present value of accumulated plan benefits were made as of April 1, 2013. Had the valuations been performed as of March 31, 2013, there would be no material differences.

3. FUNDING POLICY:

The Plan's funding policy is for the Company to contribute an amount which will meet or exceed the annual ERISA minimum funding requirement. For the years ended March 31, 2014 and 2013 the Company made contributions of $1,400,000 and $1,000,185, respectively; $650,000 and $250,000 of the contributions for 2014 and 2013, respectively, are receivables at year end. The Company's contributions for 2014 and 2013 exceeded the minimum funding requirements of ERISA.

4. FAIR VALUE MEASUREMENTS:

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

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

Level 2: Inputs to the valuation methodology include:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

4. FAIR VALUE MEASUREMENTS (CONTINUED):

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at March 31, 2014 and 2013.

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

Money market fund – Valued at cost plus accrued interest, which approximates fair value.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, as of March 31, 2014:

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Corporate bond funds	$ 6,234,320	$ ---	$ ---	$ 6,234,320
Growth funds	1,457,534	---	---	1,457,534
Index funds	5,000,258	---	---	5,000,258
International funds	1,671,218	---	---	1,671,218
Mid cap funds	1,899,328	---	---	1,899,328
Prime cap funds	1,075,836	---	---	1,075,836
Small cap fund	411,859	---	---	411,859
Stock funds	1,683,684	---	---	1,683,684
Money market fund	1,284,424	---	---	1,284,424
Total investments, at fair value	$ 20,718,461	$ ---	$ ---	$ 20,718,461

4. FAIR VALUE MEASUREMENTS (CONTINUED):

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, as of March 31, 2013:

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Corporate bond funds	$ 5,682,057	$ ---	$ ---	$ 5,682,057
Growth funds	1,329,188	---	---	1,329,188
Index funds	4,574,499	---	---	4,574,499
International funds	1,517,180	---	---	1,517,180
Mid cap funds	1,716,969	---	---	1,716,969
Prime cap funds	964,162	---	---	964,162
Stock funds	1,902,030	---	---	1,902,030
Money market fund	1,318,301	---	---	1,318,301
Total investments, at fair value	$ 19,004,386	$ ---	$ ---	$ 19,004,386

5. INVESTMENTS:

The following investments represent 5% or more of the Plan's net assets at March 31:

	2014	2013
Vanguard 500 Index Fund	$ 5,000,258	$ 4,574,499
Pimco Real Return Fund	3,126,131	2,841,747
Pimco Total Return Fund	3,108,189	2,840,310
Dodge & Cox Stock Fund	1,683,684	1,524,210
Harbor International Fund	1,671,218	1,517,180
JP Morgan Mid-Cap Value Fund	1,480,491	1,334,451
Europacific Growth Fund	1,457,534	1,329,188
Schwab Investor Money Fund	1,284,424	1,318,301
Vanguard Primecap Fund	1,075,836	964,162

During the years ended March 31, 2014 and 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,797,344 and $1,246,015, respectively.

6. PRIORITIES UPON TERMINATION OF PLAN:

The Employer reserves the right to terminate the Plan with respect to its employees at any time. In the event that the Plan is terminated, the Plan's net assets will be allocated to provide the following benefits in the order indicated:

a) Annuity benefits that participants and beneficiaries have been receiving for at least three years, or those employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable during those three years).
b) All other benefits (if any) of participants under the Plan guaranteed under Title IV of ERISA (determined without regard to Section 4022(b)(5) thereof, and to the additional benefit (if any) which would be determined if Section 4022(b)(6) of ERISA did not apply).
c) All other non-forfeitable benefits under the Plan.
d) All other benefits.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

7. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:

The most recent actuarial report was prepared as of April 1, 2013, using the Projected Unit Credit Cost Method to calculate the present value of accumulated plan benefits.

The following is a reconciliation of the present value of accumulated plan benefits for the year ended March 31, 2013:

Present value of accumulated plan benefits as of March 31, 2012	$ 18,882,934
Increase (decrease) during the year attributable to:	
Benefits paid	(1,522,014)
Discount period	1,087,316
Other	(51,139)
Net decrease	(485,837)
Present value of accumulated plan benefits as of March 31, 2013	$ 18,397,097

7. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (CONTINUED):

The present value of accumulated plan benefits as of March 31, 2013 is as follows:

Vested benefits:	
Retired participants	$ 13,175,103
Active and terminated participants	5,221,994
Total vested benefits	18,397,097
Nonvested benefits	---
Present value of accumulated plan benefits	$ 18,397,097

8. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE:

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Charles Schwab Bank, the trustee, has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate at March 31:

	2014	2013
Cash	$ 7,171	$ 161
Investments, at fair value	20,718,461	19,004,386
Net appreciation in fair value of investments	1,797,344	1,246,015
Dividend and interest income	482,395	602,523

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

9. TRANSACTIONS WITH PARTIES-IN-INTEREST:

As described in Note 2, the Plan paid certain expenses related to Plan operations and investment activity to various service providers. These transactions are considered parties-in-interest transactions under ERISA. The Plan paid $90,735 and $72,992 to service providers, during the years ended March 31, 2014 and 2013, respectively, which are included under administrative charges and fees on the statements of changes in net assets available for benefits.

10. RISKS AND UNCERTAINTIES:

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

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

11. TAX STATUS:

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated August 30, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for Plan years prior to April 1, 2010.

12. SUBSEQUENT EVENTS:

The Plan's management has evaluated subsequent events for adjustment to or disclosure in the Plan's financial statements through December 30, 2014, the date the financial statements were available to be issued. No recordable or disclosable events occurred through the date.

SUPPLEMENTAL INFORMATION

AMI Benefit Plan
Administrators, Inc.

More than just administration . . .

Kelley-Clarke, LLC Employees'
Defined Benefit Pension Plan and Trust
EIN / PN : 59-3522052 / 001

Schedule SB, Line 4 – Additional information for Plans in At-Risk Status included in MBSBActuarySignature attachment.

230 Windsor Drive Cortland, Ohio 44410 330-638-7520 800-451-2865 Fax (toll free): 1-866-436-6703 www.amibenefit.com

AMI Benefit Plan
Administrators, Inc.

More than just administration . . .

Kelley-Clarke, LLC Employees'
Defined Benefit Pension Plan and Trust
EIN / PN : 59-3522052 / 001

Schedule SB, Line 26 – Schedule of Active Participant Data
included in MBSBActuarySignature attachment.

230 Windsor Drive Cortland, Ohio 44410 330-638-7520 800-451-2865 Fax (toll free): 1-866-436-6703 www.amibenefit.com

AMI Benefit Plan
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Defined Benefit Pension Plan and Trust
EIN / PN : 59-3522052 / 001

Schedule SB, Part V – Summary of Plan Provisions
included in MBSBActuarySignature attachment.

230 Windsor Drive Cortland, Ohio 44410 330-638-7520 800-451-2865 Fax (toll free): 1-866-436-6703 www.amibenefit.com

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

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

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

A Name of plan
Kelley-Clarke, LLC. Employees' Defined Benefit Plan and Trust

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
Acosta Sales and Marketing

D Employer Identification Number (EIN)
59-3522052

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

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

Part I Basic Information

1	Enter the valuation date: Month 04 Day 01 Year 2013			
2	Assets:			
	a Market value	2a		19238077
	b Actuarial value	2b		18842419
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	259	13097939
	b For terminated vested participants	3b	335	3718434
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		1290415
	(3) Total active	3c(3)	131	1290415
	d Total	3d	725	18106788
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.18%
6	Target normal cost	6		119843

Statement by Enrolled Actuary

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

SIGN HERE

JSM — Signature of actuary

5/23/2013 — Date

John S. Mincin — Type or print name of actuary

1406658 — Most recent enrollment number

Dunbar, Bender & Zapf, Inc. — Firm name

412-263-0102 — Telephone number (including area code)

437 Grant Street
Suite 1100
Pittsburgh PA 15219-6114
Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1721580	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	143724	0
9	Amount remaining (line 7 minus line 8)	1577856	0
10	Interest on line 9 using prior year's actual return of 10.53%	166148	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.15% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1744004	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.43%
15	Adjusted funding target attainment percentage	15	104.06%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	88.13%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/15/2013	250000	0			
10/15/2013	250000	0			
01/15/2014	250000	0			
04/15/2014	650000	0			
			Totals ► 18(b)	1400000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1336947

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

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

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

21 Discount rate:

a Segment rates:

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

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	65

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

Part VI Miscellaneous Items

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

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	119843
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	3144502	980243
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	1100086

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

36 Additional cash requirement (line 34 minus line 35)	36	1100086
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1336947
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	236861
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

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

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

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

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

KELLEY-CLARKE, LLC. EMPLOYEES'
DEFINED BENEFIT PENSION PLAN AND TRUST
EIN / PN: 59-3522052 / 001

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Age	Retirement Probability	Weight
65	100%	100.00

Weighted Retirement Age is 65

Plan Name: Kelley-Clarke, LLC Employees' Defined Benefit Plan & Trust

Sponsor Name: Acosta, Inc.

EIN: 59-3522052

Plan Number: 001

Schedule SB, Attachment to line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service to April 1, 2013																	
	0 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up		Total	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
1 to 19	-		-		-		-		-		-		-		-		-		0	
20 to 24	-		-		-		-		-		-		-		-		-		0	
25 to 29	-		-		-		-		-		-		-		-		-		0	
30 to 34	-		-		-		-		-		-		-		-		-		0	
35 to 39	-		-		-		-		-		-		-		-		-		0	
40 to 44	-		-		-		4		9		-		-		-		-		13	
45 to 49	-		-		-		3		15		3		-		-		-		21	
50 to 54	-		-		-		-		25		11		2		-		-		38	
55 to 59	-		-		-		-		17		6		2		-		-		25	
60 to 64	-		-		-		1		3		10		10		1		-		25	
65 to 69	-		-		-		-		4		2		1		-		-		7	
70 & up	-		-		-		1		1		-		-		-		-		2	
Total	0		0		0		9		74		32		15		1		0		131	

KELLEY-CLARKE, LLC. EMPLOYEES'
DEFINED BENEFIT PENSION PLAN AND TRUST
EIN / PN: 59-3522052 / 001

Schedule SB, Line 32 – Amortization Installments

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	$0	04/01/2013	7	$0
Shortfall	$(456,428)	04/01/2012	6	$(86,234)
Shortfall	$1,904,897	04/01/2011	5	$418,575
Shortfall	$(678,734)	04/01/2010	4	$(182,146)
Shortfall	$2,374,767	04/01/2009	3	$830,048

KELLEY-CLARKE, LLC. EMPLOYEES'
DEFINED BENEFIT PENSION PLAN AND TRUST
EIN / PN: 59-3522052 / 001

Schedule SB, Part V – Summary of Plan Provisions

The following is a summary of the major provisions of the above plan as of the valuation date. Please refer to the plan document for a more complete description of the most recent plan provisions.

1. Effective Date: Originally effective April 1, 1989; restated effective April 1, 2007

2. Plan Year (§1.30): April 1st through March 31st

3. Eligibility (§2.01): March 31st coinciding with or next following the later of six months after employment commencement or age 20½. Effective April 1, 1994, participation into the plan was frozen.

4. Normal Retirement Age (§1.25): Age 65

5. Normal Retirement Date (§1.26): First day of the month coinciding with or next following the date a Participant reaches Normal Retirement Age.

6. Early Retirement (§5.02): Thirty five (35) years of Vesting Service

7. Vesting (§4.01): 100% vested after five (5) years of Vesting Service

8. Pre-Retirement Death Benefit (§7.01):

   a. In the case of a Participant who dies on or after his Normal Retirement Date, the benefit that would have been payable as a 100% Joint & Survivor Annuity

   b. In the case of any other Participant, the benefit that would have been payable to the Spouse, as a Qualified Joint and Survivor Annuity

9. Normal Form of Payment (§6.01): Life Annuity

10. Normal Retirement Benefit (§5.01): The greater or (a) or (b):

    a. Frozen Accrued Benefit as of September 25, 1991

    b. (i) minus (ii) minus (iii):
       i. 30% of Average Monthly Compensation
       ii. 22% of Social Security Benefit
       iii. The result of (i) minus (ii) multiplied by one-twentieth for each year that Vesting Service is less than 20

    Effective April 1, 1994, benefits under the plan are frozen

11. Early Retirement Benefit (§5.02): The monthly benefit equal to the monthly benefit the Participant would be entitled if he or she retired on or after Normal Retirement Age.

Schedule SB, Part V – Summary of Plan Provisions (continued)

12. Average Compensation (§1.06): The monthly average of a Participant's Compensation for the five consecutive full calendar years preceding the earlier of April 1, 1994 or the effective date of the computation, which produces the highest average.

13. Vesting Service (§1.42): 1,000 hours in a Plan Year

14. Actuarial Equivalence (§1.02): Based on the 1983 Group Annuity Mortality Table and 9.00% interest.

15. Optional Forms (§6.03): Life Annuity, 50% Joint and Survivor Annuity, 66 2/3% Joint and Survivor Annuity, 75% Joint and Survivor Annuity, 100% Joint and Survivor Annuity, 120-Month Certain and Continuous Annuity

KELLEY-CLARKE, LLC. EMPLOYEES'
DEFINED BENEFIT PENSION PLAN AND TRUST
EIN / PN: 59-3522052 / 001

Schedule SB, Part V – Summary of Actuarial Assumptions and Methods

1. Mortality:

	April 1, 2012	April 1, 2013
a. Funding:		
Pre-Retirement	RP-2000 Combined Table	RP-2000 Combined Table
Post-Retirement	RP-2000 Combined Table	RP-2000 Combined Table
Post-Retirement for Those Assumed to Elect a Lump Sum	IRC 417(e) Lump Sum Table for 2012	IRC 417(e) Lump Sum Table for 2013
b. Present Value of Accrued Benefits:		
i). Continuation Basis	Same as Funding above	Same as Funding above
ii). Termination Basis	IRC 417(e) Lump Sum Table for 2012	IRC 417(e) Lump Sum Table for 2013

2. Interest Rate(s):

	April 1, 2012	April 1, 2013
a. Minimum Funding*:		
i). Segment 1	1.99%	4.94%
ii). Segment 2	5.12%	6.15%
iii) Segment 3	6.24%	6.76%
iv). Effective Rate of Interest	5.15%	6.18%
** Segment rates are based on rates issued for the fourth month prior to the beginning of the plan year as adjusted by MAP-21.*		
b. Maximum Funding*:		
i). Segment 1	1.99%	1.66%
ii). Segment 2	5.12%	4.47%
iii) Segment 3	6.24%	5.52%
iv). Effective Rate of Interest	5.15%	4.53%
** Segment rates are based on rates issued for the fourth month prior to the beginning of the plan year.*		
c. Present Value of Accrued Benefits:		
i). Continuation Basis	6.00%	6.00%
ii). Termination Basis		
Segment 1	1.56%	0.99%
Segment 2	4.27%	3.82%
Segment 3	5.08%	5.02%

KELLEY-CLARKE, LLC. EMPLOYEES'
DEFINED BENEFIT PENSION PLAN AND TRUST
EIN / PN: 59-3522052 / 001

Schedule SB, Part V – Summary of Actuarial Assumptions and Methods (continued)

3. Turnover: None Assumed

4. Disability: None Assumed

5. Assumed Retirement Age: Later of Normal Retirement Age sixty-five (65) or attained age.

6. Form of Benefit Payment:
   Active Participants - 100% assumed to take life annuity
   Deferred Vested Participants - 100% assumed to take life annuity

7. Salary Scale: Not Applicable

8. Expenses: Assumed to be equal to prior year expenses

9. Asset Valuation Method: Actuarial Value (averaging of Fair Market Value)

10. Funding Method:

Traditional Unit Credit

The actuarial cost method used in the valuation was the unit credit cost method.

The normal cost is the sum of all the individual normal costs for each participant. For active participants, the individual normal cost is the present value of the benefit earned during the year being valued. For active participants whose credited service equals or exceeds the plan maximum, if any, and for non-active participants, the normal cost is zero.

The actuarial accrued liability is the sum of the individual accrued liabilities for all participants. The individual accrued liability for an active participant is the present value of the accrued benefit as of the valuation date. The unfunded liability is the actuarial accrued liability less the valuation assets.

The total annual cost of the plan is the normal cost plus the shortfall amortization charge.

Projected Unit Credit

The actuarial cost method used in the development of the maximum contribution and the at-risk liabilities was the projected unit credit cost method.

Under this method, the normal cost is the sum of the individual normal costs for all participants. For an active participant, the individual normal cost is the present value at the current age of the projected benefit at the assumed retirement age, based on the actuarial assumptions, divided by the participant's expected years of credited service at that age. For a non-active participant, the normal cost is zero.

The actuarial accrued liability is the sum of the individual accrued liabilities for all plan participants. For an active participant, the individual accrued liability is the product of the normal cost and the total years of credited service at the current age. For non-active participants, the individual accrued liability is the present value at the current age of future benefits. The unfunded actuarial accrued liability equals the actuarial accrued liability less the valuation assets.

Certification of Adjusted Funding Target Attainment Percentage (AFTAP)

Administrator of the
KELLEY-CLARKE, LLC EMPLOYEES' PENSION PLAN & TRUST

Determination of 2014 AFTAP pursuant to Internal Revenue Code Section 436:

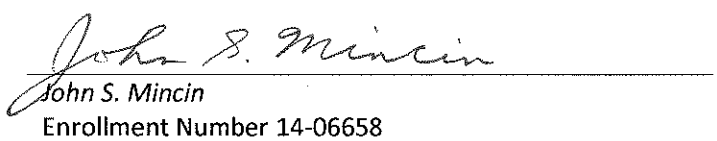
1.	Adjusted Funding Target			
	a.	Funding Target:	$18,740,256	
	b.	Annuity Purchases for NHCE's from two preceding years:	0	
	c.	Adjusted Funding Target = 1a + 1b	$18,740,256	
2.	Adjusted Assets			
	a.	Plan Assets:	$20,434,328	
	b.	Sum of Carryover Balance and Pre-Funding Balance:	1,555,552	[a]
	c.	Net Plan Assets = 2a - 2b	$20,434,328	
	d.	Annuity Purchases for NHCE's from two preceding years:	0	
	e.	Adjusted Value of Assets = 2c + 2d	$20,434,328	
3.	Adjusted Funded Target Attainment Percentage = 2e ÷ 1c		109.03%	[b]

Certification is based on the following assumptions / information:

Valuation Date:	04/01/2014	Interest Rates:	Segment 1 *	Segment 2 *	Segment 3 *
			4.43%	5.62%	6.22%
Mortality:	RP-2000 Annuitant Table Projected to Valuation Date with Scale (AA)				
Turnover:	None Assumed				
Disability:	None Assumed				
Assumed Retirement Age:	Later of age 65 or attained age				
Form of Payment:	Deferred vested & active participants – 100% Assumed to take life annuity				
Asset Valuation Method:	Actuarial Asset Value				
Participant Data:	Provided by AMI Benefit Plan Administrators				
Asset Data:	Provided by Charles Schwab				

*Segment rates are based on the MAP-21 interest rates for 2014

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this certification is complete and accurate.



John S. Mincin
Enrollment Number 14-06658
May 23, 2014

[a] Must be subtracted from assets if 2014 AFTAP is below 100.00% before reduction; amount subject to change based on final elections made by the plan sponsor.

[b] If AFTAP is 90% or higher, no restrictions apply before the earlier of January 1, 2016 or the certification of the 2015 AFTAP certification (if less than 80%)

AMI Benefit Plan
Administrators, Inc.

More than just administration . . .

Kelley-Clarke, LLC Employees'
Defined Benefit Pension Plan and Trust
EIN / PN : 59-3522052 / 001

Schedule SB, Line 23 – Summary of Actuarial Assumptions and Methods included in MBSBActuarySignature attachment.

AMI Benefit Plan
Administrators, Inc.

More than just administration . . .

Kelley-Clarke, LLC Employees'
Defined Benefit Pension Plan and Trust
EIN / PN : 59-3522052 / 001

Schedule SB, Line 32 – Schedule of Amortization Installments
included in MBSBActuarySignature attachment.

230 Windsor Drive Cortland, Ohio 44410 330-638-7520 800-451-2865 Fax (toll free): 1-866-436-6703 www.amibenefit.com

AMI Benefit Plan
Administrators, Inc.

More than just administration . . .

Kelley-Clarke, LLC Employees'
Defined Benefit Pension Plan and Trust
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Schedule SB, Line 22 – Description of Weighted Average Retirement Age included in MBSBActuarySignature attachment.

230 Windsor Drive Cortland, Ohio 44410 330-638-7520 800-451-2865 Fax (toll free): 1-866-436-6703 www.amibenefit.com

KELLEY-CLARKE, LLC
EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST
EIN: 59-3522052, PLAN NO. 001
SCHEDULE H; LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED MARCH 31, 2014

(a)	(b)	(c)	(d)	(g)	(h)	(i)
IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN OR (LOSS)
Charles Schwab	Schwab Investor Money Fund	$ 1,530,395	$ ---	$ 1,530,395	$ 1,530,395	$ ---
Charles Schwab	Schwab Investor Money Fund	---	1,564,272	1,564,272	1,564,272	---

See independent auditors' report.

KELLEY-CLARKE, LLC
EMPLOYEES' DEFINED BENEFIT PENSION PLAN AND TRUST
EIN: 59-3522052, PLAN NO. 001
SCHEDULE H; LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
MARCH 31, 2014

(a)	(b) IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST	(e) CURRENT VALUE
	The Vanguard Group	Vanguard 500 Index Fund	$ 3,459,967	$ 5,000,258
	PIMCO Funds	Pimco Real Return Fund	3,179,666	3,126,131
	PIMCO Funds	Pimco Total Return Fund	3,157,224	3,108,189
	Dodge & Cox Funds	Dodge & Cox Stock Fund	1,101,145	1,683,684
	Harbor Funds	Harbor International Fund	1,324,133	1,671,218
	JP Morgan Mutual Funds	JP Morgan Mid-Cap Value Fund	1,255,308	1,480,491
	American Funds	Europacific Growth Fund	1,245,764	1,457,534
*	Charles Schwab	Schwab Investor Money Fund	1,284,424	1,284,424
	The Vanguard Group	Vanguard Primecap Fund	701,212	1,075,836
	Artisan Partners	Artisan Mid Cap Fund	251,331	418,837
	Dimensional Fund Advisors	DFA U.S. Small Cap Portfolio	405,981	411,859
			$ 17,366,155	**$ 20,718,461**

* Indicates a party-in-interest

See independent auditors' report.