

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>BATTELLE EMPLOYEES' SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1979</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>07/01/1979</u>			
1b Three-digit plan number (PN) ▶	<u>003</u>						
1c Effective date of plan <u>07/01/1979</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BATTELLE MEMORIAL INSTITUTE</u> <u>505 KING AVENUE</u> <u>COLUMBUS, OH 43201</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-4379427</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>614-424-6350</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>541990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-4379427</u>		2c Sponsor's telephone number <u>614-424-6350</u>		2d Business code (see instructions) <u>541990</u>	
2b Employer Identification Number (EIN) <u>31-4379427</u>							
2c Sponsor's telephone number <u>614-424-6350</u>							
2d Business code (see instructions) <u>541990</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	04/15/2015 Date	MALESA A. LITTERAL Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		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	12119
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	8740
b Retired or separated participants receiving benefits	6b	484
c Other retired or separated participants entitled to future benefits.....	6c	2756
d Subtotal. Add lines 6a , 6b , and 6c	6d	11980
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	69
f Total. Add lines 6d and 6e	6f	12049
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	9513
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	70
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014		
A Name of plan BATTELLE EMPLOYEES' SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 BATTELLE MEMORIAL INSTITUTE	D Employer Identification Number (EIN) 31-4379427	

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

(a) Name of insurance carrier NATIONWIDE LIFE INSURANCE COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	710621	7272	07/01/2013	06/30/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 38649000**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 38867000**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)**(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 0**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 38867000**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 218000

▶ CONTRACT ACTIVITY/FAIR VALUE

(5) Total deductions **7e(5)** 218000**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 38649000

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014		
A Name of plan BATTELLE EMPLOYEES' SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 BATTELLE MEMORIAL INSTITUTE	D Employer Identification Number (EIN) 31-4379427	

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

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	KNOH01	7272	07/01/2013	06/30/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	272897000

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
 (3) ☒ other (specify) ▶ **GUARANTEED SEPARATE ACCOUNT**

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
 (3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	261959000
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	9628000	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions

7c(6)

9628000

d Total of balance and additions (add lines 7b and 7c(6))	7d	271587000
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	13350000	
(2) Administration charge made by carrier	7e(2)	565000	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions

7e(5)

13915000

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	257672000
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan BATTELLE EMPLOYEES' SAVINGS PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 BATTELLE MEMORIAL INSTITUTE	D Employer Identification Number (EIN) 31-4379427

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation THE VANGUARD GROUP, INC. 23-1945930

(b) Enter name and EIN or address of person who provided you disclosure 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

(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)

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 25 37 38 52	NONE	559667	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	NONE	90537	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRAYDON HEAD AND RITCHEY LLP

31-0565234

(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?
29	NONE	52501	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

DELOITTE AND TOUCHE LLP

13-3891517

(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?
10	NONE	59200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BATTELLE MEMORIAL INSTITUTE

31-4379427

(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?
14	NONE	52433	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWER WATSON DELAWARE INC.

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	8333	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

QDRO CONSULTANTS

31-1820650

(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?
29	NONE	5150	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
THE VANGUARD GROUP, INC.	99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK FUNDS 04-3276558	16 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN TEMPLETON DISTRIBUTORS, IN	15 BPS	
52-1538909		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: DELOITTE AND TOUCHE LLP	b EIN: 13-3891517
c Position: AUDITORS	
d Address: 180 E. BROAD STREET SUITE 1400 COLUMBUS, OH 43215-3763	e Telephone: 614-221-1000

Explanation: DELOITTE AND TOUCHE, LLP WAS TERMINATED AFTER AN RFP AND COMPETITIVE BIDDING PROCESS, BASED ON CRITERIA ESTABLISHED BY THE RFP COMMITTEE.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>BATTELLE EMPLOYEES' SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>003</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BATTELLE MEMORIAL INSTITUTE</u>	D Employer Identification Number (EIN) <u>31-4379427</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VFTC SHORT-TERM BOND TRUST</u>			
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>			
c EIN-PN <u>20-2148111-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>81227000</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VFTC INTERMEDIATE-TERM BOND TRUST</u>			
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>			
c EIN-PN <u>20-2148189-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>60702000</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MET LIFE SEPARATE ACCOUNT</u>			
b Name of sponsor of entity listed in (a): <u>METROPOLITAN LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>13-5581829-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16636000</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2010 TRUST II</u>			
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>			
c EIN-PN <u>90-6083954-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4622000</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2015 TRUST II</u>			
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>			
c EIN-PN <u>90-6083984-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>26596000</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2020 TRUST II</u>			
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>			
c EIN-PN <u>90-6083982-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>29136000</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2025 TRUST II</u>			
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>			
c EIN-PN <u>90-6083980-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>28488000</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2030 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083978-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18949000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2035 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083976-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20555000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2040 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083974-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14670000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2045 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083972-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12852000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2050 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083970-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7276000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2055 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 27-6715091-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 256000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2060 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 45-3799419-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 259000
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET INCOME TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083967-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9296000
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLINGTON BAL REAL ASST PORT**b** Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA

c EIN-PN 04-6913417-132	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1275000
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a Name of MTIA, CCT, PSA, or 103-12 IE: OAKMARK SELECT FUND**b** Name of sponsor of entity listed in (a): HARRIS ASSOCIATES INVESTMENT TRUST

c EIN-PN 04-3276558-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 71545000
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL CORE CONSERVATIVE BOND T

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST COMPANY

c EIN-PN 23-6994310-179	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20788000
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>		
A Name of plan <u>BATTELLE EMPLOYEES' SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BATTELLE MEMORIAL INSTITUTE</u>		D Employer Identification Number (EIN) <u>31-4379427</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	12810000	12506000
(9) Value of interest in common/collective trusts	1c(9)	297511000	425128000
(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)	900997000	994422000
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	38867000	38649000
(15) Other.....	1c(15)	301417000	280703000

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1551602000	1751408000

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1551602000	1751408000
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	17338000	
(B) Participants	2a(1)(B)	57048000	
(C) Others (including rollovers)	2a(1)(C)	3828000	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		78214000
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)	498000	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		498000
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	24995000	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		24995000
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	13025000	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		13025000

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		37803000
(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)		167138000
c Other income.....	2c		7000
d Total income. Add all income amounts in column (b) and enter total.....	2d		321680000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	121020000	
(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)		121020000
f Corrective distributions (see instructions).....	2f		6000
g Certain deemed distributions of participant loans (see instructions).....	2g		44000
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	804000	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		804000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		121874000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		199806000
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CROWE HORWATH LLP

(2) EIN: 35-0921680

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>BATTELLE EMPLOYEES' SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BATTELLE MEMORIAL INSTITUTE</u>	D Employer Identification Number (EIN) <u>31-4379427</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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): _____

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and
Battelle Pension Management and Investment Council of the
Battelle Employees' Savings Plan
Columbus, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of Battelle Employees' Savings Plan, which comprise the statement of net assets available for benefits as of June 30, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the 2014 financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of June 30, 2014, and the changes in net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

The statement of net assets available for benefits of Battelle Employees' Savings Plan as of June 30, 2013 was audited by other auditors whose report dated April 10, 2014 expressed an unqualified opinion on that statement.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2014 supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Crowe Horwath LLP
Crowe Horwath LLP

Columbus, Ohio
April 14, 2015

BATTELLE EMPLOYEES' SAVINGS PLAN

Sponsor: Battelle Memorial Institute

PLAN No.: 003

EIN: 31-4379427

SCHEDULE H, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF JUNE 30, 2014

(Dollars in thousands)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds:			
	American Funds	EuroPacific Growth Fund Class R6	**	\$ 66,687
	PIMCO	Total Return Fund Institutional Shares	**	10,743
	Templeton Global Advisors Limited	Foreign Fund R6	**	43,253
*	Vanguard	Institutional Index Fund	**	239,077
*	Vanguard	Total Bond Market Index Fund Institutional Plus Shares	**	98,960
*	Vanguard	Extended Market Index Fund Institutional Plus Shares	**	261,414
*	Vanguard	Total Stock Market Index Fund Institutional Shares	**	78,583
*	Vanguard	Windsor II Fund Admiral Shares	**	79,279
*	Vanguard	International Stock Index Fund Institutional Shares	**	20,420
*	Vanguard	Vanguard Morgan Growth Fund Admiral Shares	**	73,695
	Total mutual funds			<u>972,111</u>
	Collective trusts:			
	Harris Associates Investment Trust	Oakmark Select Fund	**	71,545
	Wellington	Balanced Real Assets Portfolio Series I	**	1,275
*	Vanguard	Target Retirement 2010 Trust II	**	4,622
*	Vanguard	Target Retirement 2015 Trust II	**	26,596
*	Vanguard	Target Retirement 2020 Trust II	**	29,136
*	Vanguard	Target Retirement 2025 Trust II	**	28,488
*	Vanguard	Target Retirement 2030 Trust II	**	18,949
*	Vanguard	Target Retirement 2035 Trust II	**	20,555
*	Vanguard	Target Retirement 2040 Trust II	**	14,670
*	Vanguard	Target Retirement 2045 Trust II	**	12,852
*	Vanguard	Target Retirement 2050 Trust II	**	7,276
*	Vanguard	Target Retirement 2055 Trust II	**	256
*	Vanguard	Target Retirement 2060 Trust II	**	259
*	Vanguard	Target Retirement Income Trust II	**	<u>9,296</u>
	Total collective trusts			<u>245,775</u>

BATTELLE EMPLOYEES' SAVINGS PLAN

Sponsor: Battelle Memorial Institute

PLAN No.: 003

EIN: 31-4379427

SCHEDULE H, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF JUNE 30, 2014

(Dollars in thousands)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
	Battelle Stable Value Fund:			
*	Vanguard	Vanguard Managed Stable Value Fund:		
*	Vanguard	Vanguard Intermediate-Term Bond Trust		\$ 60,702
	Metropolitan Life	Vanguard Short-Term Bond Trust		81,227
*	Vanguard	Metlife Separate Account		16,636
	Prudential	Vanguard Prime Money Market		22,311
	Metropolitan Life	Core Conservative Bond Trust		20,788
	New York Life	Metropolitan Annuity Contract		3,760
	Transamerica Premier Life	New York Life Contract		4,034
		Wrapper Contract		<u>12</u>
		Total Vanguard Managed Stable Value Fund		209,470
*	Nationwide Financial	Nationwide Life GA-P 621		272,897
*	Nationwide Financial	Nationwide Group Annuity Contract		<u>38,649</u>
	Total Battelle Stable Value Fund			<u>521,016</u>
*	Participant loans	Participant loans with various rates of interest from 3.25% to 8.25% and various maturity dates through 2028		<u>12,506</u>
	Total		**	<u>\$ 1,751,408</u>

* Party-in-interest.

** Amounts are excluded in accordance with IRS Form 5500 instructions, Schedule H, Line 4i, as all assets are participant directed.

(Concluded)

Battelle Employees' Savings Plan

Employer ID No: 31-4379427
Plan Number: 003

Financial Statements as of June 30, 2014 and 2013,
and for the year ended June 30, 2014
Supplemental Schedule as of June 30, 2014,
and Independent Auditor's Report

BATTELLE EMPLOYEES' SAVINGS PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1–2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of June 30, 2014 and 2013	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended June 30, 2014	4
Notes to Financial Statements	5–14
SUPPLEMENTAL SCHEDULE —	15
Schedule H, Line 4i — Schedule of Assets (Held at End of Year) as of June 30, 2014	16–17

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and
Battelle Pension Management and Investment Council of the
Battelle Employees' Savings Plan
Columbus, Ohio

Report on the Financial Statements

We have audited the accompanying financial statements of Battelle Employees' Savings Plan, which comprise the statement of net assets available for benefits as of June 30, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the 2014 financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of June 30, 2014, and the changes in net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

The statement of net assets available for benefits of Battelle Employees' Savings Plan as of June 30, 2013 was audited by other auditors whose report dated April 10, 2014 expressed an unqualified opinion on that statement.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2014 supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Crowe Horwath LLP
Crowe Horwath LLP

Columbus, Ohio
April 14, 2015

BATTELLE EMPLOYEES' SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF JUNE 30, 2014 AND 2013

(Dollars in thousands)

	2014	2013
ASSETS:		
Investments	\$1,738,902	\$1,538,792
Receivables - employee contributions	4,589	-
Receivables - employer contributions	1,339	-
Receivables - participant loans	<u>12,506</u>	<u>12,810</u>
NET ASSETS AVAILABLE FOR BENEFITS — At fair value	1,757,336	1,551,602
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	<u>(20,614)</u>	<u>(16,328)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$1,736,722</u>	<u>\$1,535,274</u>

BATTELLE EMPLOYEES' SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED JUNE 30, 2014 (Dollars in thousands)

ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments	\$ 201,212
Interest income	13,018
Dividend income	<u>24,996</u>

Total investment income	<u>239,226</u>
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Contributions:

Participant	61,637
Employer — net of forfeitures applied	18,677
Rollovers from qualified plans	<u>3,828</u>

Total contributions	<u>84,142</u>
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Total additions to net assets available for benefits	<u>323,368</u>
--	----------------

DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:

Benefits paid to participants or beneficiaries	121,113
Administrative expenses	<u>807</u>

Total deductions from net assets available for benefits	<u>121,920</u>
---	----------------

NET INCREASE	201,448
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>1,535,274</u>
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End of year	<u><u>\$1,736,722</u></u>
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See notes to financial statements.

BATTELLE EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014 AND 2013

1. DESCRIPTION OF PLAN

The following description of the Battelle Employees' Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more comprehensive description of the Plan's provisions.

General — The Plan is a defined contribution plan covering all eligible United States-based employees of Battelle Memorial Institute ("Battelle" or "Company") and its participating electing subsidiaries, who are not covered by another defined contribution plan funded by the employer or a collective bargaining agreement, unless such agreement provides for participation in the Plan. Employees classified as salaried, regular full-time and regular part-time are eligible upon hire date for participation and may elect to make pre-tax or after-tax contributions. Employees classified as hourly or temporary hourly are eligible to enroll in the Plan after completion of a year of eligibility service in which such employees work at least 1,000 hours during the first year of employment or a subsequent Plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions — Each year, participants, other than highly compensated employees, may contribute between 1% and 75% in multiples of whole percentages of pre-tax and after-tax eligible wages, up to IRS limits, as defined by the Plan. Participants who are highly compensated employees may contribute between 1% and 12% in multiples of whole percentages of pre-tax and after tax eligible wages up to IRS limits, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. For the year ended June 30, 2014, Battelle made a matching contribution in the amount of 50% of the first 6% of each participant's contribution for employees who work for Battelle Corporate Operations. For the year ended June 30, 2014, Battelle made a matching contribution in the amount of 50% of the first 7% of each participant's contribution who work for Pacific Northwest National Laboratories. The employer match for participants who are employees of Battelle National Biodefense Institute, LLC is 50% of the first 8% of each participant's contributions. In addition to matching contributions, eligible employees of Battelle National Biodefense Institute, LLC receive a non-elective contribution of 3.5% of pay each payroll period whether or not they contribute to the Plan. Contributions are subject to certain limitations.

Participant Accounts — Each participant's account is credited with the participant's contribution and allocations of (a) Battelle's contributions and (b) Plan earnings, if any, and Plan losses, if any. Recordkeeping fees of \$14.75 per quarter are collected from each participant's account. Administrative plus other ad hoc charges are allocated based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan.

Vesting — Participants are immediately vested in their contributions, plus actual earnings and losses thereon. Vesting in Battelle's contributions, plus actual earnings and losses thereon, is based on completed months of credited service. A participant is 100% vested after 36 months of credited service.

For participants who are employees of Battelle National Biodefense Institute, LLC on or after July 1, 2011, they are 100% vested in Battelle's contributions and earnings and losses thereon. Earlier vesting may occur upon (1) retirement or disability, (2) participant attaining age 65, (3) death, (4) termination of or complete discontinuance of employer contributions, (5) termination of participation in connection with a partial termination of the Plan, (6) involuntary termination of employment for other than cause, or (7) a formal reduction in force.

Loans to Participants — Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to \$50,000, minus the highest outstanding loan balance, if any, the participant had at any one time during the one-year period ending immediately before the date of the new loan, per IRS requirements or 50% of their vested account balance, if less. Loan transactions are treated as a transfer to (from) the investment funds from (to) the loan fund. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing commercial rates as determined by the Plan administrator. Interest rates on loans outstanding as of June 30, 2014 and 2013 range from 3.25% to 8.5%. Principal and interest are paid ratably through payroll deductions. Prepayment of an outstanding loan balance, payments by participants on an approved leave of absence or other nonparticipating employment status may be by wire, electronic bank transfer, money order or certified check. Loans receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as the loans are collateralized by the participants' account balances. Related fees are recorded as administrative expenses and are expenses when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits — Upon termination of service, a participant with a vested account balance in excess of \$1,000 may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or monthly, quarterly, semiannual, or annual installments over a period not to exceed the life expectancy of the participant or the joint life expectancy of the participant and spouse. Alternatively, the participant may defer the distribution, but not later than the mandatory distribution age. Participants who terminate service with a vested account balance of \$1,000 or less shall receive a lump-sum payment. In certain circumstances, active participants may take hardship withdrawals as defined in the Plan. Active participants may also take in-service distributions from the Plan, subject to limitations of certain contribution accounts and a participant's age.

Forfeited Accounts — At June 30, 2014 and 2013, forfeited nonvested accounts totaled \$138,004 and \$116,288, respectively. During the year ended June 30, 2014, employer contributions were reduced by forfeitures of nonvested accounts of \$236,954, and plan expenses were reduced by forfeitures of nonvested accounts of \$13,892.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The financial statements of the Plan are prepared under the accrual basis of accounting.

Risks and Uncertainties — The Plan utilizes various investments, including mutual funds, collective trusts and investment contracts. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investment will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition — Investments are stated at fair value. Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a description of valuation methods.

The Plan utilizes its trustee's external pricing service to estimate the fair value of the investments held in the Plan. The Plan's investment managers review and validate the prices utilized by the trustee to determine fair value. The Company receives audit reports of the trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trust. Management has established processes and procedures for establishment and valuation of alternative investments.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized when earned. Dividend income is recognized on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Contributions — Participant contributions are recognized when withheld. Employer contributions are recognized at the time the related employee contributions are recognized. Forfeitures are used to reduce employer contributions.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid at June 30, 2014 and 2013.

Administrative Expenses — Accounting fees, audit fees, and certain administrative, consulting, and legal fees are paid by the Plan and are expensed as incurred. Certain other administrative expenses are paid by the employer.

Use of Estimates — The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Reclassification — Certain amounts in the prior year have been reclassified to conform to the current year presentation.

3. INVESTMENTS

The investments representing 5% or more of net assets available for benefits as of June 30, 2014 and 2013 are as follows (dollars in thousands):

	<u>2014</u>	<u>2013</u>
Vanguard Institutional Index Fund	\$ 239,077	\$ 203,352
Vanguard Total Bond Market Index Fund Institutional Plus Shares	98,960	108,138
Vanguard Extended Market Index Fund Institutional Plus Shares	261,414	225,067
Nationwide Life GA-P 621	272,897	273,444

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$201,211,920 during the year ending June 30, 2014 due to appreciation in mutual funds of \$167,144,191 and appreciation in collective trusts of \$34,067,729. During the year ended June 30, 2014, the plan earned interest income of \$13,018,322.

4. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 — Inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 — Inputs are unobservable inputs for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that the observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

The following tables (amounts in thousands) set forth by level within the fair value hierarchy the Plan's assets that were accounted for at fair value on a recurring basis as of June 30, 2014 and 2013. Financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and their placement within the fair value hierarchy levels (dollars in thousands).

Fair Value Measurements at June 30, 2014				
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2014 Total
Mutual funds:				
Bond funds	\$ 109,703	\$ -	\$ -	\$ 109,703
Domestic stock funds	732,048	-	-	732,048
International stock funds	<u>130,360</u>	<u>-</u>	<u>-</u>	<u>130,360</u>
Total Mutual Funds	972,111	-	-	972,111
Collective Trusts:				
Stock funds	-	55,868	-	55,868
Balanced funds	<u>-</u>	<u>189,907</u>	<u>-</u>	<u>189,907</u>
Total Collective Trusts	-	245,775	-	245,775
Battelle Stable Value Fund:				
Collective trusts - fixed income	-	179,365	-	179,365
Investment contracts	-	7,794	311,546	319,340
Money market mutual fund	<u>22,311</u>	<u>-</u>	<u>-</u>	<u>22,311</u>
Total Battelle Stable Value Fund	<u>22,311</u>	<u>187,159</u>	<u>311,546</u>	<u>521,016</u>
Total investments	<u>\$ 994,422</u>	<u>\$ 432,934</u>	<u>\$ 311,546</u>	<u>\$ 1,738,902</u>

Fair Value Measurements at June 30, 2013				
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2013 Total
Mutual funds:				
Bond funds	\$ 115,531	\$ -	\$ -	\$ 115,531
Domestic stock funds	663,660	-	-	663,660
International stock funds	<u>103,852</u>	<u>-</u>	<u>-</u>	<u>103,852</u>
Total Mutual Funds	883,043	-	-	883,043
Collective Trusts:				
Stock funds	-	39,417	-	39,417
Balanced funds	<u>-</u>	<u>92,739</u>	<u>-</u>	<u>92,739</u>
Total Collective Trusts	-	132,156	-	132,156
Battelle Stable Value Fund				
Collective trusts-fixed income	-	185,538	-	185,538
Investment contracts	-	7,789	312,311	320,100
Money market mutual fund	<u>17,955</u>	<u>-</u>	<u>-</u>	<u>17,955</u>
Total Battelle Stable Value Fund	<u>17,955</u>	<u>193,327</u>	<u>312,311</u>	<u>523,593</u>
Total investments	<u>\$ 900,998</u>	<u>\$ 325,483</u>	<u>\$ 312,311</u>	<u>\$ 1,538,792</u>

A reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the year ended June 30, 2014, is as follows (in thousands):

Fair Value Measurements using Significant Unobservable Inputs (Level 3) <u>Investment Contracts</u>	
Beginning balance as of July 1, 2013	\$ 312,311
Realized gains	-
Unrealized gains	-
Purchases	8,845
Redemptions	(13,350)
Change in adjustment between fair value and contract value	3,740
Transfers in and/or out of Level 3	<u>-</u>
Ending balance as of June 30, 2014	<u>\$ 311,546</u>

Asset Valuation Techniques — The Plan’s investments are presented at fair value. The following presents the valuation methods and assumptions used by the Plan to estimate the fair values of investments.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (Level 1 inputs) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective Trusts — The fair values of participation units held in collective trusts are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (Level 2 inputs). The Vanguard Target Date Series collective funds seek to provide capital appreciation and current income consistent with its current asset allocation by investing mainly in a passive manner across the broad US equity market, international equity market, and the broad bond market. As time passes, the fund automatically adjusts to a more conservative asset allocation. The Oakmark Select Collective Fund seeks long-term capital appreciation by investing in mid and large capitalization companies based in the United States. The Wellington Balanced Real Asset Portfolio Series 1 collective trust seeks to provide long-term returns consistent with US Consumer Price Index plus 3% by investing in areas expected to offer strong relative performance in rising inflation environments. The portfolio typically invests about 15% - 45% of its assets in equities with no market cap, sector, or country limits; about 5-25% of its portfolio in commodities; about 35% - 75% in fixed income securities; and an unconstrained amount in currencies. Each collective trust fund provides for daily redemptions reported at net asset value per unit share, with no advance notice requirement.

The Battelle Stable Value Fund — The Battelle Stable Value Fund is a blended separately managed fund comprised of two investment contracts issued by Nationwide Insurance Company (a fixed annuity and a managed separate guaranteed account) and an account managed by Vanguard Fiduciary Trust Company (the “Vanguard Managed Stable Value Fund”). This fund seeks preservation of capital, liquidity and a fixed return per quarter, which are assured by either insurance policy or wrapper contracts.

The fixed annuity contract is unconditionally guaranteed and backed by the general fund of Nationwide Insurance Company (“Nationwide”). The managed separate guaranteed account investment contract consists of a synthetic investment contract backed by assets managed by Nationwide and held within a separate account at Nationwide. Holdings of the separate account include fixed income investments such as corporate bonds, mortgage-backed securities, collateral mortgage-backed securities, treasury instruments, and asset-backed securities. The holdings are valued at their most recent bid prices (sales prices if their principal market is an exchange) in the principal market in which such securities are traded, estimated based on yields currently available on comparable securities of issues with similar credit ratings, or are valued on the basis of information provided by a pricing service. The Plan is only entitled to underlying assets of the managed separate guaranteed account upon termination of the synthetic investment contract. Unless the managed separate account contract were to be terminated, all transactions of the managed separate guaranteed account investment contract occur at contract value.

Nationwide’s obligations under both the fixed and managed separate account contracts are reported at contract value, as management has determined contract value to be the most reasonable estimate of fair value for each contract. The contract values are guaranteed by Nationwide and reflect the exit value available to the Plan and Plan participants. Only payments resulting from termination or partial termination of the contracts will result in a market value adjustment applied to the payments. The Plan sponsor does not believe that any events that may limit the ability of the Plan to transact at contract value are probable. The contracts have no stated maturity dates. Since the contracts are not transferable, there is no market from which to obtain observable market prices for the contract held by the Plan or comparable contracts (level 3 inputs).

The Vanguard Managed Stable Value Fund consists of synthetic guaranteed investment contracts which are valued at the estimated fair value of the underlying investments of the contracts, primarily collective investment trust funds. The collective trusts invest in a variety of fixed income investments such as corporate bonds, mortgage-backed securities, collateral mortgage-backed securities, treasury instruments, and asset-backed securities. They are valued based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (Level 2 inputs). The fair values of the fully benefit-responsive book value wrapper agreements (“wrapper contracts”) are determined based on current bid quotes for similar contracts (level 2 inputs). In accordance with accounting principles generally accepted in the United States of America (“generally accepted accounting principles” or “GAAP”), the value of the synthetic contracts is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statements of changes in net assets available for benefits are presented on a contract-value basis. The Vanguard Managed Stable Value Fund also contains a money market mutual fund which is valued at the daily closing price of the fund.

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

5. CONTRACTS WITH INSURANCE COMPANIES

The Plan has entered into a fully benefit-responsive managed separate account guaranteed investment contract with Nationwide Life Insurance Company. Nationwide maintains the underlying assets of the contract in a separate account at Nationwide, specifically for the Plan. The separate account invests primarily in fixed income securities. The Plan does not hold units of the underlying separate account; however, the Plan is entitled to the greater of the market value of the assets in the separate account attributable to the Plan, less applicable fees, and the contract value of the accumulation account upon termination of the contract. The account is credited with deposits and investment return allocations at the contract rate based upon the performance of the underlying investments of the separate account or by the rate stated in fixed annuity contract itself, and charged for withdrawals and administrative expenses. There are no reserves against contract value of the issuer or otherwise. Withdrawals and transfers are ordinarily transacted at contract value. Only plan termination or partial termination would limit the ability of participants to transact at contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable. Contract value represents contributions made under the contract, plus contract earnings, less withdrawals, and administrative expenses. The crediting interest rates are based on a formula agreed upon with the issuer which considers the performance of the investments in the account, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

The Plan has also entered into a group annuity contract with Nationwide. Withdrawals and transfers are ordinarily transacted at contract value. Only plan termination or partial termination would limit the ability of participants to transact at contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable. Contract value represents contributions made under the contract, plus contract earnings, less withdrawals, and administrative expenses. Factors that influence future interest crediting rates include, but are not limited to: the level of market interest rates, the amount and timing of participant contributions, transfers and withdrawals into or out of the fund and the duration of the underlying investments. Interest rates are reviewed on a quarterly basis for resetting. Upon termination of the fixed annuity contract, the Plan is entitled to the value of the account, increased or decreased for a market value adjustment determined by Nationwide, less taxes and applicable charges. There are no reserves against contract value of the issuer or otherwise.

The Plan has entered into benefit-responsive wrapper agreements (“wrapper contracts”) with various issuers. The wrapper contracts cover the stable value fund investments managed by Vanguard and include the Vanguard Total Bond Market Fund, the Vanguard Intermediate-Term Bond Trust, Metlife Separate Account, Prudential Core Conservative Bond Trust, as well as investments in Vanguard Short-Term Bond Trust (collectively, the “Vanguard Managed Stable Value Fund”). The wrapper contracts held within the Battelle Stable Value Fund provide benefit responsiveness. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments, and the spread between the market value and contract value, but the rate cannot be less than 0%. Certain events, such as plan termination or a plan merger initiated by the Plan sponsor, may limit the ability of the Plan to transact at contract value or may allow for termination of the wrapper contract at less than contract value. The Plan sponsor does not believe that any events that may limit the ability of the Plan to transact at contract value are probable.

The average yield on the above contracts (which comprise the Battelle Stable Value Fund) was approximately 3.0% and 3.8% at June 30, 2014 and 2013, respectively.

6. PLAN TERMINATION

Although it has not expressed any intention to do so, Battelle has the right under the Plan to discontinue its contribution at any time and to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, the Plan’s assets are restricted for the sole benefit of participants or their beneficiaries. In the event of Plan termination, participants will become 100% vested in their employer contributions.

7. TAX STATUS

The Internal Revenue Service (“IRS”) has determined and informed Battelle by letter dated April 17, 2014, that the Plan, as amended, and related trust are designed in accordance with applicable sections of the Internal Revenue Code (“IRC”). Although the Plan has been amended since receiving the determination letter, Battelle and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

GAAP requires 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 years prior to 2011.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by officers or employees of the Company. Some administrative expenses of the Plan are paid directly by the Company. The Plan paid certain administrative fees to the trustee, third-party administrator, the auditor, and various investment managers which qualify as party-in-interest transactions.

The Plan invests in various mutual funds and collective trusts managed by an affiliate of the Plan's recordkeeper, therefore these transactions qualify as party-in-interest. The Plan also invests in investment contracts with Nationwide Life Insurance Company, which also qualify as party-in-interest transactions. Loans to plan participants also reflect party-in-interest transactions.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of the accompanying financial statements to the Form 5500 as of June 30, 2014 and 2013, and for the year ended June 30, 2014 is as follows (dollars in thousands):

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 1,736,722	\$ 1,535,274
Deficiency of contract value over estimated fair value of investment in stable value fund	20,614	16,328
Employer and employee receivable contributions	<u>(5,928)</u>	<u>-</u>
Net assets per the Form 5500	<u>\$ 1,751,408</u>	<u>\$ 1,551,602</u>
Increase in net assets available for benefits per the financial statements	\$ 201,448	
Change in deficiency of contract value over estimated fair value of investment in stable value fund	4,286	
Change in employee and employer receivable contributions	<u>(5,928)</u>	
Net income per the Form 5500	<u>\$ 199,806</u>	

10. SUBSEQUENT EVENTS

Plan management has performed an evaluation of subsequent events through April 14, 2015, which is the date the financial statements were available for issuance. The Plan was amended effective July 1, 2015 to provide for a non-elective contribution in the amount of 5% of eligible compensation for participants who are employees of Battelle Corporate Operations, Battelle Services Company, Inc. and BattelleEd.Org, if such employees are not accruing a current benefit as an active participant under the Employees' Pension Plan of Battelle Memorial Institute.

* * * * *

SUPPLEMENTAL SCHEDULE

BATTELLE EMPLOYEES' SAVINGS PLAN

Sponsor: Battelle Memorial Institute

PLAN No.: 003
EIN: 31-4379427

SCHEDULE H, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF JUNE 30, 2014
(Dollars in thousands)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds:			
	American Funds	EuroPacific Growth Fund Class R6	**	\$ 66,687
	PIMCO	Total Return Fund Institutional Shares	**	10,743
	Templeton Global Advisors Limited	Foreign Fund R6	**	43,253
*	Vanguard	Institutional Index Fund	**	239,077
*	Vanguard	Total Bond Market Index Fund Institutional Plus Shares	**	98,960
*	Vanguard	Extended Market Index Fund Institutional Plus Shares	**	261,414
*	Vanguard	Total Stock Market Index Fund Institutional Shares	**	78,583
*	Vanguard	Windsor II Fund Admiral Shares	**	79,279
*	Vanguard	International Stock Index Fund Institutional Shares	**	20,420
*	Vanguard	Vanguard Morgan Growth Fund Admiral Shares	**	73,695
	Total mutual funds			<u>972,111</u>
	Collective trusts:			
	Harris Associates Investment Trust	Oakmark Select Fund	**	71,545
	Wellington	Balanced Real Assets Portfolio Series I	**	1,275
*	Vanguard	Target Retirement 2010 Trust II	**	4,622
*	Vanguard	Target Retirement 2015 Trust II	**	26,596
*	Vanguard	Target Retirement 2020 Trust II	**	29,136
*	Vanguard	Target Retirement 2025 Trust II	**	28,488
*	Vanguard	Target Retirement 2030 Trust II	**	18,949
*	Vanguard	Target Retirement 2035 Trust II	**	20,555
*	Vanguard	Target Retirement 2040 Trust II	**	14,670
*	Vanguard	Target Retirement 2045 Trust II	**	12,852
*	Vanguard	Target Retirement 2050 Trust II	**	7,276
*	Vanguard	Target Retirement 2055 Trust II	**	256
*	Vanguard	Target Retirement 2060 Trust II	**	259
*	Vanguard	Target Retirement Income Trust II	**	<u>9,296</u>
	Total collective trusts			<u>245,775</u>

BATTELLE EMPLOYEES' SAVINGS PLANPLAN No.: 003
EIN: 31-4379427

Sponsor: Battelle Memorial Institute

SCHEDULE H, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF JUNE 30, 2014

(Dollars in thousands)

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
	Battelle Stable Value Fund:			
*	Vanguard	Vanguard Managed Stable Value Fund:		\$ 60,702
*	Vanguard	Vanguard Intermediate-Term Bond Trust		81,227
	Metropolitan Life	Vanguard Short-Term Bond Trust		16,636
*	Vanguard	Metlife Separate Account		22,311
	Prudential	Vanguard Prime Money Market		20,788
	Metropolitan Life	Core Conservative Bond Trust		3,760
	New York Life	Metropolitan Annuity Contract		4,034
	Transamerica Premier Life	New York Life Contract		12
		Wrapper Contract		
		Total Vanguard Managed Stable Value Fund		209,470
*	Nationwide Financial	Nationwide Life GA-P 621		272,897
*	Nationwide Financial	Nationwide Group Annuity Contract		38,649
		Total Battelle Stable Value Fund		521,016
*	Participant loans	Participant loans with various rates of interest from 3.25% to 8.25% and various maturity dates through 2028		12,506
		Total	**	\$ 1,751,408
*	Party-in-interest.			
**	Amounts are excluded in accordance with IRS Form 5500 instructions, Schedule H, Line 4i, as all assets are participant directed.			(Concluded)

April 15, 2015

Deloitte & Touche, LLP
Suite 1400
180 East Broad Street
Columbus, OH 43215

I, as plan administrator, verify that the explanation that is reproduced below is the explanation concerning your termination reported on the Schedule C (Form 5500) attached to the 2013 Form 5500, Annual Return/Report of Employee Benefit Plan, for the Battelle Memorial Institute, Employees' Savings Plan. This Form 5500 is identified in line 2b by the nine-digit EIN 31-4379427 and in line 1b by the three-digit PN 003.

The Form 5500 states, "Deloitte and Touche, LLP was terminated after a RFP and competitive bidding process, based upon criteria established by the RFP Committee."

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN, and PN of the plan and be submitted to: Office of Enforcement, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, DC 20210.



Malesa Litteral, Vice President, Benefits and Senior
ERISA Counsel, for Battelle Memorial Institute as
Plans Administrator